

MORRISON COHEN LLP

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*Attorneys for the Independent Directors
of the Residential Capital, LLC*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	
	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES FOR
REVIEWING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FILED UNDER 11 U.S.C. §330**

THIRD INTERIM FEE APPLICATION

Name of Applicant:	Morrison Cohen LLP
Time Period:	January 1, 2013 through April 30, 2013
Role in the Case:	Attorneys for the Independent Directors of the Residential Capital, LLC
Fees Incurred for Counsel:	\$1,318,943.00 ¹
Expenses Incurred:	\$42,792.26 ²

Blended Professional Hourly Rate for Fees \$580.75
Incurred during Compensation Period

¹ This figure reflects an adjusted sum after voluntary time/fee write-downs.

² This figure reflects an adjusted sum after a voluntary write-down.

PRIOR QUARTERLY FEE APPLICATIONS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Allowed Fees	Allowed Expenses
10/19/2012 [ECF#1904] First Interim Fee Application	5/14/12-8/31/12	\$325,625.50	\$4,248.73	\$319,039.50 ³	\$3,099.23 ⁵
3/14/2013 [ECF#3556] Second Interim Fee Application	9/1/12 – 12/31/12	\$751,416.50	\$12,391.71	\$744,779.50 ⁴	\$12,391.71

³ This amount reflects voluntary reductions agreed to at the request of the US Trustee.

⁴ This amount reflects voluntary reductions agreed to at the request of the US Trustee.

⁵ This amount reflects voluntary reductions agreed to at the request of the US Trustee.

Schedule 1

COMPENSATION BY PROFESSIONAL

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
<u>PARTNERS</u>				
Joseph T. Moldovan	1983	\$685.00	685.00	\$469,225.00
Michael Connolly	1986	\$570.00	250.10	\$142,557.00
David Piedra	1992	\$575.00	410.80	\$236,210.00
Jack Levy	1977	\$605.00	34.90	\$21,114.50
David Lerner	1981	\$585.00	12.20	\$7,137.00
Isaac Grossman	1985	\$695.00	8.50	\$5,907.50
<u>SENIOR COUNSEL</u>				
Robert K. Dakis	2005	\$525.00	445.00	\$233,625.00
<u>ASSOCIATES</u>				
Neil Siegel	1979	\$475.00	313.50	\$148,912.50
Rebecca Saenger	2004	\$380.00	10.10	\$3,838.00
Wendy Fiel	2002	\$385.00	36.10	\$13,898.50
Andrea Kahn	2007	\$385.00	6.00	\$2,310.00
<u>PARAPROFESSIONALS/OTHERS</u>				
Mariola Wiatrak	N/A	\$215.00	117.00	\$25,155.00
Jason Reid	N /A	\$370.00	24.20	\$8,954.00
Deirdre Rose	N/A	\$165.00	0.60	\$99.00
TOTAL			2,354.00	\$1,318,943

Schedule 2

**HOURS AND FEES FOR THE SECOND INTERIM COMPENSATION PERIOD AS
RENDERED BY CATEGORY**

<u>Category</u>	<u>Hours</u>	<u>Fees</u>
Case Administration	42.70	\$9,180.50
Fee/Employment Applications	37.30	\$14,683.50
Board of Directors Matters	2,274	\$1,295,079.00
Total	2,354.00	\$1,318,943.00

Schedule 3

NUMBER OF HOURS SPENT ON THE PROJECT

NAME	CASE ADMINISTRATION	FEE/EMPLOYMENT APPLICATION	FEE/EMPLOYMENT OBJECTIONS	BOARD OF DIRECTORS MATTERS	TOTAL
<u>PARTNERS</u>					
Joseph T. Moldovan		2.60		682.40	685.00
Michael Connolly				250.10	250.10
David Piedra		1.40		409.40	410.80
Jack Levy				34.90	34.90
David Lerner				12.20	12.20
Isaac Grossman				8.50	8.50
<u>SENIOR COUNSEL</u>					
Robert K. Dakis		11.40		433.60	445.00
<u>ASSOCIATES</u>					
Neil Siegel		5.40		308.10	313.50
Rebecca Saenger				10.10	10.10
Wendy Fiel				36.10	36.10
Andrea Kahn				6.00	6.00
<u>PARAPROFESSIONALS/ OTHERS</u>					
Mariola Wiatrak	42.70	16.50		57.80	117.00
Jason Reid				24.20	24.20
Deirdre Rose				0.60	0.60
SUB-TOTAL	42.70	37.30		2,274.00	
GRAND TOTAL					2,354

Schedule 4

SUMMARY OF EXPENSES

<u>Description</u>	<u>Total</u>
Telephone/Facsimile	\$4,295.16
Photocopying	\$2,200.62
Printing	\$372.61
Court Services (Pacer, Court Call)	\$599.80
Meals	\$1,178.28
Postage /Messenger, FedEx	\$581.72
Professional Fees	\$28,701.91
Database search	\$4,862.16
TOTAL	\$42,792.26

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**UNITED STATES BANKRUPTCY COURT
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In re	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	
	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered

**THIRD INTERIM APPLICATION OF MORRISON COHEN LLP FOR
ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND EXPENSES INCURRED DURING THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2013**

Morrison Cohen LLP (“MoCo”), Counsel to the Independent Directors of Residential Capital, LLC (the “Independent Directors”), by this application (the “Application”), respectfully moves this Court, pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered July 17, 2012 (the “Compensation Order”), for allowance of interim compensation for professional services rendered in the amount of \$1,318,943.00 and reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred or paid in the amount of \$42,792.26 during the period beginning January 1, 2013 through

and including April 30, 2013 (the “Fee Period”), and, in support thereof, respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to hear and determine the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code. Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “Amended Guidelines”), a certification regarding compliance with the Amended Guidelines is attached hereto as Exhibit A.

GENERAL BACKGROUND

2. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

3. On May 16, 2012, the United States Trustee for the Southern District of New York appointed a nine member official committee of unsecured creditors (the “Creditors’ Committee”).

4. On June 20, 2012, the Court directed that an examiner be appointed [Docket No. 454], and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner (the “Examiner”) to investigate, inter alia, various transfers and transactions involving the Debtors and their affiliates as well as the events immediately preceding the commencement of the Chapter 11 Cases [Docket No. 674].

5. On December 26, 2012, the Court ordered that the Honorable Judge James Peck, U.S.B.J. be appointed as mediator [Docket No. 2519], (the “Mediator”), to assist the parties in overcoming significant differences in their negotiations towards reaching a consensual plan of reorganization in these cases. The Mediator’s meetings with the parties began in the Fee Period. These meetings, with the Mediator’s efforts and involvement, were largely responsible for the Debtors’ ability to negotiate and enter into the Plan Support Agreement (“PSA”) with critical constituencies, and the Debtors’ Plan and Disclosure Statement which are based upon the PSA.

6. A Plan and Disclosure statement were filed in these cases after the Fee Period, on July 3, 2013 [Docket No’s 4153, and 4157, respectively].

RETENTION OF MOCO

7. On September 5, 2012, the Debtors filed their Motion for the Entry of an Order Under Sections 105 and 363 of the Bankruptcy Code Authorizing the Reimbursement of Expenses Including Counsel Fees Incurred by the Independent Directors (the “Retention Motion”).

8. On September 27, 2012, this Court entered the Order Under Sections 105 and 363 of the Bankruptcy Code Authorizing the Reimbursement of Expenses Including Counsel Fees Incurred by the Independent Directors (the “Retention Order”). A true and correct copy of the Retention Order is attached hereto as Exhibit B. Pursuant to the Retention Order, the Debtors are authorized to reimburse reasonable expenses, including reasonable charges for professional services rendered and disbursements incurred by Morrison Cohen as counsel to the Independent Directors.

9. As set forth in the Retention Application, the Independent Directors retained MoCo in connection with corporate governance, investigation and litigation matters. In addition, MoCo represents the Independent Directors in considering a number of corporate, finance, transactional and financial services matters relating to the Debtors. MoCo also advised and continues to advise the Independent Directors with respect to a number of transactions that have been the subject of the

investigation by the Examiner. Morrison Cohen further advised, and continues to advise, the Independent Directors on discrete issues arising in these Chapter 11 cases, including issues relating to Ally Financial, the sale of the Debtors' assets, litigation concerning the RMBS Trust Settlement Agreements, valuation of the Junior Secured Note holders' collateral, and discovery relating thereto.

10. To that end, MoCo has served as counsel to the Independent Directors and rendered legal services for the benefit of the Independent Directors during the Fee Period.

MONTHLY FEE STATEMENTS AND QUARTERLY APPLICATIONS

11. On October 19, 2012, MoCo filed its First Interim Fee Application for Compensation of Services Rendered and Reimbursement of Expenses (the "First Interim Fee Application") as counsel for the Independent Directors for the period of May 14, 2012 through August 31, 2012. Pursuant to the First Interim Fee Application, MoCo sought fees in the amount of \$325,625.50 and reimbursement in the amount \$4,248.73. By this court's order dated December 28, 2012, MoCo was awarded fees in the amount of \$319,039.50 and reimbursement in the amount \$3,099.23⁶.

12. On March 14, 2013, MoCo filed its Second Interim Fee Application for Compensation of Services Rendered and Reimbursement of Expenses (the "Second Interim Fee Application") as counsel for the Independent Directors for the period of September 1, 2012 through December 31, 2012. Pursuant to the Second Interim Fee Application, MoCo sought fees in the amount of \$751,416.50 and reimbursement in the amount \$12,391.71. By this court's order dated April 23, 2013 [Docket No. 3556], MoCo was awarded fees in the amount of \$744,779.50 and reimbursement in the amount \$12,391.71.

⁶ These sums represented voluntary reductions made at the request of the US Trustee.

13. For the period from January 1, 2013 through and including January 31, 2013, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$235,664.80 (representing 80% of the fees billed by MoCo from January 1, 2013 through January 31, 2013) and expenses incurred in the total amount of \$2,482.16 (100% of the expenses billed by MoCo from January 1, 2013 through January 31, 2013).

14. For the period from February 1, 2013 through and including February 28, 2013, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$249,386.80 (representing 80% of the fees billed by MoCo from February 1, 2013 through February 28, 2013) and expenses incurred in the total amount of \$3,632.54 (100% of the expenses billed by MoCo from February 1, 2013 through February 28, 2013).

15. For the period from March 1, 2013 through and including March 31, 2013, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$247,457.60 (representing 80% of the fees billed by MoCo from March 1, 2013 through March 31, 2013) and expenses incurred in the total amount of \$14,605.23 (100% of the expenses billed by MoCo from March 1, 2013 through March 31, 2013).

16. For the period from April 1, 2013 through and including April 30, 2013, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$322,645.20 (representing 80% of the fees billed by MoCo from April 1, 2013 through April 30, 2013) and expenses incurred in the total amount of \$22,131.48 (100% of the expenses billed by MoCo from April 1, 2013 through April 30, 2013).

17. This Application is MoCo's third quarterly fee application and seeks payment of interim compensation and reimbursement of expenses for services rendered to the Independent Directors in amounts that have been invoiced to the Debtors for the period from January 1, 2013 through April 30, 2013.

18. Pursuant to the Compensation Order, if no timely objections are filed to MoCo's monthly fee statements, MoCo is paid 80% of its fees and 100% of its expenses.

19. This Application requests that the Court (a) approve interim fees in the total amount of \$1,318,943.00 (including the 20% of such fees "held back"), and reasonable out-of-pocket expenses in the amount of \$42,792.26 incurred by MoCo for services rendered in the Chapter 11 Cases during the Fee Period and (b) award and order to be paid⁷ to MoCo the balance of any such fees, costs and expenses that remain unpaid, after deducting interim payments already received by MoCo pursuant to the Compensation Order.⁸

20. The fees and expenses requested are reasonable, and all amounts requested were for actual and necessary services rendered on behalf of the Independent Directors.

21. MoCo has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by MoCo or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the

⁷ Pursuant to its Retention Motion, MoCo held a retainer received pre-petition. MoCo credited approved fees against the retainer until the retainer was exhausted. Since the retainer has been exhausted, MoCo will be paid by the estate.

⁸ Pursuant to the Compensation Order, MoCo requested and was paid \$1,055,154.40 on account of accrued fees and \$42,851.41 on account of accrued expenses. MoCo will credit the amount owing for unpaid fees by \$59.15 to reflect the voluntary reductions taken after the monthly fee period. As such, the balance owing to MoCo on account of fees in the Fee Period shall be \$263,729.45 (which is calculated as \$263,788.60 minus the \$59.15 credit).

Bankruptcy Code. The Independent Directors were provided with a copy of the Application in advance of its filing and approve of the amounts requested herein.

SUMMARY OF PROFESSIONAL SERVICES RENDERED

22. Pursuant to the guidelines promulgated by the United States Trustee, MoCo classified all services performed for which compensation is sought into separate categories. MoCo attempted to place the services performed in the category that best relates to the services provided. However, because certain services may relate to one or more categories, services pertaining to one category may be included in another category. Schedule 1, attached hereto, lists each timekeeper, his or her respective billing rate, professional information, and the total number of hours expended on this case. Schedule 2, attached hereto, summarizes the professional and paraprofessional time expended by project category. Timekeeping entries and MoCo invoices provide detailed descriptions of all services rendered by each of these categories. Exhibit C, attached hereto, contains time entry records broken down in tenths of an hour by project category, based on the U.S. Trustee Guidelines, setting forth a detailed description of services performed by each attorney and paraprofessional on behalf of the Independent Directors.

23. The following summary is intended only to highlight key services rendered by MoCo in certain project billing categories where MoCo has expended a considerable number of hours on behalf of the Independent Directors, and is not meant to be a detailed description of all of the work performed.

A. Case Management/Calendar Maintenance (Hours: 42.70, Fees:\$9,180.50)

24. MoCo serves as counsel to the Independent Directors in respect of numerous matters, including various estate transactions, the mediation conducted by Judge Peck, litigations including the RMBS litigation, and the Examiner's investigation / Report. Accordingly, during this Fee Period, a MoCo paralegal spent time reviewing pleadings filed each day in the ResCap cases and various

adversary proceedings. In order to create cost savings to the estate, MoCo has arranged for a specially-trained paralegal (who bills at a rate lower than a first year associate) to conduct a review and assessment of newly filed pleadings (including, without limitation, whether the pleadings raise issues of concern to the Independent Directors, or were filed in connection with the examination in which the Independent Directors are witnesses), so that attorneys can be directed only to those pleadings most relevant to the interests of the Independent Directors. These activities are part of MoCo's representation of the Independent Directors, and are integral to their discharge of their duties.

B. Fee/Employment Applications (Hours: 37.30, Fees: \$14,683.50)

Pursuant to the Bankruptcy Code, Local Rules, and the Compensation Order, MoCo prepared and served monthly fee statements (the "Fee Statements") for approval and allowance of compensation for actual, reasonable and necessary professional services rendered, and reimbursement of expenses for actual reasonable and necessary expenses incurred during those fee periods. Each Fee Statement contained extensive records of the work performed by MoCo. Given that these statements contain a record of the activities performed by MoCo, there is the potential for a monthly fee statement to contain sensitive and privileged material, that, if made public, could have compromised MoCo's advice and counsel. While MoCo did not bill for the time spent preparing the fee statements, MoCo did charge the estate for redacting confidential information from the fee statements.

25. MoCo attorneys also prepared the Second Interim Fee Application during this Fee Period. Preparing the Second Interim Fee Application involved consolidating MoCo's fees and expenses for four monthly fee statements and preparing a detailed narrative in the pleading describing these efforts. Extensive time was also spent organizing the time entries and preparing the

charts and the summary descriptions of the work done throughout the Second Interim Fee Application.

C. Board of Directors Issues (Hours 2,274.00, Fees: \$1,295,079.00)

26. Time billed to this category generally relates to issues that MoCo attorneys, as counsel to the Independent Directors, are handling at the direction of the Independent Directors. Generally, time billed in this category falls into four main categories: Board of Directors Meetings and Inquiries, Examiner Issues, Plan Mediation, and Committee Litigations.

27. Board of Directors Meetings and Inquiries. As counsel for the Independent Directors, MoCo attorneys are tasked with participating in meetings of the full board of directors as well as subcommittee meetings of the Independent Directors and the subcommittees upon which they sit. Additionally, the Independent Directors often make inquiries as to the status of the cases and the procedural and substantive issues raised therein. Given the size and complexity of these cases, this task requires a significant expenditure of resources. For illustration, MoCo attorneys participated in twenty nine (29) board of directors meetings plus over thirty two (32) separate calls with the Independent Directors as a group, numerous calls with individual Independent Directors, and several subcommittee meetings during this time period. In order to diligently perform this task, MoCo attorneys review and consider many of the numerous pleadings filed in these cases, and also consider and assist the Independent Directors regarding general corporate and restructuring developments in these cases such as the board decision to retain and the selection of a Chief Restructuring Officer, the FRB Review Motion, insurance issues, preparing for and attending Plan Mediation sessions, additional KERP/KEIP issues, and selecting a new board member. As part of performing these services, MoCo attorneys review each relevant pleading as well as hearing transcripts in order to remain abreast of the procedural and substantive issues pending in these proceedings. MoCo

attorneys also listen to or attend each hearing in order to provide real time updates to the Independent Directors of any key developments in these cases.

28. Examiner Issues. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court appointed the Examiner. During the Fee Period, the Examiner's Counsel requested supplemental documents from the Independent Directors, and also requested supplemental interviews of two of the four current Independent Directors, and of one MoCo attorney regarding a discrete but significant issue. MoCo attorneys spent time preparing the supplemental document productions, and in preparing for these supplemental interviews with the Examiner. This preparation included:

- Review of voluminous documents (including prior fairness opinions, emails, board presentations, handwritten notes, board minutes, transactional documents, etc.) relevant to each further examination;
- Meetings with each Independent Director and the MoCo attorney prior to his or her supplemental interview with the Examiner and his professionals;
- Appearing with and representing the Independent Directors and the MoCo attorney at their lengthy supplemental interviews by the Examiner's Counsel;
- Corresponding and communicating with counsel for the Examiner and the Debtors with respect to the interviews, and each supplemental production;
- Responding to additional party submissions to the Examiner, particularly insofar as parties alleged possible wrongdoing by the Independent Directors in approving certain transactions.

29. MoCo worked to produce additional documents from the Independent Directors directly to the Examiner in response to the Examiner's supplemental document requests, and to respond to substantive inquiries made by the Examiner's counsel and other professionals. These

responses often required discussions with MoCo attorneys that worked on the transactions to which the Examiner's questions relate. These attorneys may not be tasked with day to day matters in the bankruptcy cases, but given their experience and history with the underlying transactions, it was more efficient to involve these attorneys than to attempt to reconstruct the issues. In many cases, these inquiries required review of contemporaneous documentation and consultation with Debtors' employees and/or counsel.

30. Additionally, MoCo has spent time liaising with the Debtors' main bankruptcy counsel to understand the procedural and substantive issues involved in the Examiner's investigation (among multiple other issues). MoCo continued to work with the Debtors' lead bankruptcy counsel in responding to the Examiner's inquiries.

31. Plan Mediation. On December 26, 2012, the Court appointed the Honorable James Peck, U.S. B. J. as mediator in these cases to assist the parties with respect to negotiation of a consensual plan of reorganization. During the Fee Period, MoCo attorneys spent nearly seventy (70) hours preparing for four (4) separate plan mediation sessions which were held in early January, and late April. MoCo attorneys spent slightly over thirty (30) hours in these mediation sessions themselves. The mediation was successful, as it materially aided the parties in the critical and delicate task of negotiating and crafting the largely consensual plan of reorganization which is presently before the Court.

32. MoCo's mediation preparations included:

- Meetings and communications with Debtors' lead bankruptcy counsel;
- Review and analysis of voluminous documents including and not limited to pleadings and binders with collected materials;
- Internal conferences regarding various mediation issues and approaches;

- Review and analysis of fiduciary duty issues, Wilmington Trust, and UCC submissions to the Examiner; and
- Planning presentations for mediation sessions.

33. Committee Litigations. In addition to the discovery attendant to the Examiner's investigation, MoCo also worked with counsel for the Debtors in addressing inquiries and document requests made by the Creditors' Committee to the Independent Directors. In connection with responding to these inquiries, MoCo attorneys spent time reviewing documents regarding certain pre-petition transactions. MoCo also reviewed documents relating to the proposed settlement between the Debtors and Ally Financial Services. During the Fee Period, MoCo attorneys attended further meetings with the Creditors' Committee, including meetings concerning alleged claims against Ally, and other claims. MoCo attorneys evaluated, assessed and discussed these presentations with the Independent Directors and also met with counsel for Ally Financial, Inc. concerning a response to the Committee Presentation.

During this Fee Period, MoCo attorneys were also required to prepare responsive memoranda to the Committee's motion seeking standing to pursue estate causes of action under the *STN* line of cases, and to the Committee's preclusion motion concerning prospective testimony in the RMBS 9019 litigation. This representation included review of extensive documentation, drafting responses, discussions and coordination with the Independent Directors, and discussions with Debtors' lead counsel as needed.

34. RMBS Litigation: Additionally, during this Fee Period, MoCo continued to represent the Independent Directors in connection with discovery issues and disputes relating to Debtors' Motion pursuant to Fed. R. Bankr. P. 9019 For Approval of the RMBS Trust Settlement Agreements [Docket # 320]. Counsel for Wilmington Trust (indenture trustee for the Senior Unsecured Notes), had previously served subpoenas for the production of documents, and attendance at depositions,

against two Independent Directors. Voluminous documents were produced in response to those subpoenas during the prior Fee Period. During this Fee Period, MoCo attorneys (i) made inquiry of the Independent Directors regarding and further responsive documents they may have in their possession, (ii) responded to supplemental document requests, and addressed discovery disputes regarding confidentiality and related issues, and (iii) assisted Debtors' lead counsel in preparing Independent Directors for their trial testimony as the evidentiary hearing approached on this hotly contested matter. This representation included reviewing thousands of documents to determine if they were responsive to the requests made by Wilmington. It also required coordination with Debtors' counsel to determine whether any documents produced were duplicative of documents produced by the Debtors in response to similar subpoenas, and whether documents were appropriately the subject of privilege. In addition, MoCo attorneys reviewed the voluminous submissions of the objections to the RMBS 9019 motion, particularly insofar as a submission contended that the Independent Directors had purportedly acted improperly in approving the RMBS settlement, and assisted Debtor's primary bankruptcy counsel in drafting responsive pleadings.

35. Committee's *STN*, and preclusion motions. During this Fee Period, MoCo attorneys were required to prepare responsive memoranda to the Committee's motion seeking standing to pursue estate causes of action under the *STN* line of cases, and to the Committee's preclusion motion concerning prospective testimony in the RMBS 9019 litigation. This representation included review of extensive documentation, drafting responses, discussions and coordination with the Independent Directors, and discussions with Debtors' lead bankruptcy counsel as needed.

ALLOWANCE OF COMPENSATION

36. The factors to be considered in awarding attorneys fees as enumerated in *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), have been adopted by most courts, including the Bankruptcy Court for the Southern District of New York. *See, e.g., In re Drexel*

Burnham Lambert Group, Inc., 133 B.R. 13, 22 n.5 (Bankr. S.D.N.Y. 1991). Indeed, a majority of the *First Colonial* factors are now codified in section 330(a)(3). See, e.g., 3 L. King, et al., *Collier on Bankruptcy* at ¶ 330.04[3][c] (15th ed. rev 2008).

37. Section 330(a)(1)(A) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, “reasonable compensation for actual, necessary services rendered.” Section 330(a)(3)(A), in turn, provides that:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

38. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal quotation marks omitted); *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. at 18 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by

appropriate legal specialists.”). MoCo respectfully submits that the consideration of these factors should result in this Court’s allowance of the full compensation sought.

A. The Time and Labor Required

39. The professional services rendered by MoCo required the continuous expenditure of time and effort, under time pressures which at times necessitated providing services late into the evening and, on a number of occasions, over weekends and holidays. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch. Mindful of the cost of these cases, however, MoCo staffed the case leanly so as to efficiently handle each issue for which it was tasked. Moreover, MoCo’s pre-petition representation of the Independent Directors lessened the time necessary for MoCo attorneys to familiarize themselves with the issues. During the Fee Period, Period, approximately 2,354 recorded hours were expended by MoCo’s partners, associates, and legal assistants in providing the requested professional services. MoCo’s hourly billing rates, as set out in Schedule 1, are computed at the rates MoCo regularly charges its hourly clients. MoCo’s hourly rates are based on, and largely lower than, compensation charged by comparably skilled practitioners in cases other than cases under title 11.

B. The Necessity of The Services and Benefit to the Estate

40. These Chapter 11 Cases are among the most active bankruptcy cases presently pending. Indeed, many of the complex issues regarding the Debtors’ operations and relationships with affiliates are hotly contested, with significant legal and factual issues being raised by the parties. As detailed above, the services MoCo provided to the Independent Directors were necessary to assist the Debtors in preserving and enhancing the value of the Debtors’ estates and conferred substantial benefit to the Debtors’ unsecured creditors. MoCo’s services have furthered and will continue to further the Independent Directors obligations and will continue to maximize estate value.

C. The Novelty and Difficulty of Issues Presented in the Cases

41. Novel and complex issues have arisen in the course of the Chapter 11 Cases, and it can be anticipated that other such issues will be encountered. In these cases, as in many others in which the firm is involved, MoCo's effective advocacy and creative approach to problem solving have helped clarify and resolve difficult issues and will continue to prove beneficial.

D. The Experience, Reputation and Ability of the Attorneys

42. MoCo has extensive experience in the areas of insolvency, workouts and corporate reorganizations. MoCo's services on behalf of the Independent Directors have been rendered in a highly efficient manner by attorneys who have achieved a high degree of expertise in these areas. The skill and competency of the MoCo attorneys who have represented the Independent Directors have ensured that these cases have been administered in the most efficient and expeditious manner.

DISBURSEMENTS

43. MoCo has incurred a total of \$42,792.26 in expenses in connection with representing the Independent Directors during the Fee Period. MoCo records all expenses incurred in connection with the performance of professional services. A summary of these expenses and detailed descriptions of these expenses, is annexed hereto as Exhibit D.

44. In connection with the reimbursement of expenses, MoCo's policy is to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to MoCo's clients include, among other things, telephone and telecopy toll and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized research and transcription costs.

45. MoCo charges the Independent Directors for expenses at rates consistent with those charged to MoCo's other bankruptcy clients, which rates are equal to or less than the rates charged

by MoCo to its non-bankruptcy clients. MoCo seeks reimbursement from the Debtors at the following rates for the following expenses: (a) \$0.7 per page for photocopying; (b) no charge for incoming facsimiles; and (c) toll charges only for outgoing facsimiles. In accordance with section 330 of the Bankruptcy Code, the Local Guidelines and with the U.S. Trustee Guidelines, MoCo seeks reimbursement only for the actual cost of such expenses to MoCo.

46. In providing or obtaining from third parties services which are reimbursable by clients, MoCo does not include in such reimbursable amount any costs of investment, equipment or capital outlay.

47. MoCo regularly charges its non-bankruptcy clients for ordinary business hourly fees and expenses for secretarial, library, word processing and other staff services because such items are not included in the firm's overhead for the purpose of setting the billing rates. However, MoCo is not requesting reimbursement of such expenses in this Application and will not seek reimbursement from the Debtors of such expenses in future applications. Nevertheless, MoCo reserves its rights with respect to such expenses until such time as an order is entered regarding its final fee application.

48. Attorneys at MoCo have not incurred expenses for luxury accommodations or deluxe meals. Throughout the Fee Period, MoCo has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estates.

NOTICES

49. Notice of this Application, as set forth in the Compensation Order, has been given to (a) counsel for the Debtors, Morrison & Foerster LLP (Attn: Darren M. Nashelsky, Gary S. Lee and Lorenzo Marinuzzi); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) counsel for the Official Committee of Unsecured Creditors (the

“Creditors’ Committee”), c/o Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth H. Eckstein and Douglas H. Mannal); (d) counsel for Ally Financial Inc., Kirkland & Ellis, 601 Lexington Avenue, New York, NY 10022 (Attn: Richard M. Cieri and Ray C. Schrock); and (e) counsel for Barclays Bank PLC, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Kenneth S. Ziman and Jonathan H. Hofer).

CONCLUSION

WHEREFORE, MoCo respectfully requests the Court to enter an order, conforming to the amounts set forth in Fee Schedule A (1) attached hereto as Exhibit E (a) allowing MoCo (i) interim compensation for professional services rendered as counsel for the Independent Directors during the Fee Period in the amount of \$1,318,943 and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$42,792.26, for a total award of \$1,361,735.26; (b) authorizing and directing the Debtors to pay to MoCo any and all such amounts less any amounts already received for services rendered and expenses incurred during the Fee Period; and (c) granting such further relief as is just and necessary.

Dated: New York, New York
August 7, 2013

MORRISON COHEN LLP

By: /s/ Joseph T. Moldovan
Joseph T. Moldovan
Robert K. Dakis
909 Third Avenue
New York, New York 10022
Telephone: (212) 735-8600
Fax: (212) 735-8708
jmoldovan@morrisoncohen.com
www.morrisoncohen.com

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	
	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered

**CERTIFICATION UNDER AMENDED GUIDELINES FOR PROFESSIONALS
IN RESPECT OF THIRD INTERIM APPLICATION OF MORRISON COHEN
LLP FOR ALLOWANCE OF INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED
DURING THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “Amended Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “U.S. Trustee Guidelines” and, together with the Amended Guidelines, the “Guidelines”), the undersigned, a partner with the firm Morrison Cohen LLP (“MoCo”), counsel to the Independent Directors (the “Independent Directors”) of Residential Capital, LLC (together with its affiliated debtors and debtors in possession in the above-captioned cases “ResCap” or the “Debtors”), hereby certifies with respect to MoCo’s third application for allowance of interim compensation for services rendered and for reimbursement of expenses, dated August 7, 2013, (the “Application”), for the period January 1, 2013 through and including April 30, 2013 (the “Fee Period”) as follows:

1. I am the professional designated by MoCo in respect of compliance with the Guidelines.

2. I make this certification in support of the Application, for interim compensation and reimbursement of expenses for the Fee Period, in accordance with the Amended Guidelines, except as may be specifically noted in the Application or this Certification.

3. In respect of section B.1 of the Amended Guidelines, I certify that:

- a. I have read the Application.
- b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Amended Guidelines.
- c. Except to the extent that fees or disbursements are prohibited by the Amended Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by MoCo and generally accepted by MoCo's clients.
- d. In providing a reimbursable service to the Independent Directors, MoCo does not make a profit on that service, whether the service is performed by MoCo in-house or through a third party.

4. In respect of section B.2 of the Amended Guidelines, I certify that MoCo has provided statements of MoCo's fees and disbursements accrued by serving monthly statements in accordance with the Compensation Order (as defined in the Application) except that completing reasonable and necessary internal accounting and review procedures have, at times, precluded filing fee statements within the time periods established in the Compensation Order.

5. In respect of section B.3 of the Amended Guidelines, I certify that copies of the Application are being provided to (a) the Debtors, (b) counsel for the Debtors, (c) counsel for the Committee, and (d) the Office of the United States Trustee.

Dated August 7, 2013
New York, New York

MORRISON COHEN LLP

By: /s/ Joseph T. Moldovan
Joseph T. Moldovan
909 Third Avenue
New York, New York 10022
Telephone: (212) 735-8600
Fax: (212) 735-8708
jmoldovan@morrisoncohen.com
www.morrisoncohen.com

*Counsel to the Independent
Directors of Residential Capital LLC*

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**ORDER UNDER SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE
AUTHORIZING THE REIMBURSEMENT OF EXPENSES INCLUDING
COUNSEL FEES INCURRED BY THE INDEPENDENT DIRECTORS**

Upon the motion (the “Motion”)¹ of the Debtors, as debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) under sections 105 and 363 of the Bankruptcy Code, authorizing the reimbursement of expenses including counsel fees incurred by the Independent Directors, upon the Moldovan Declaration and upon the Hamzehpour Declaration; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, DECREED AND ADJUDGED THAT:

1. The Motion is granted to the extent provided herein.

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

2. The Debtors are authorized to satisfy, pay, and reimburse on behalf of the Independent Directors all reasonable expenses, including reasonable charges for professional services rendered and disbursements incurred by Morrison Cohen as counsel to the Independent Directors.

3. Morrison Cohen shall be compensated and reimbursed in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Executive Office of the United States Trustee, and such other procedures as may be fixed by order of this Court (collectively, the “Compensation Guidelines”).

4. Morrison Cohen shall file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the Compensation Guidelines.

5. Prior to any increases in Morrison Cohen’s hourly rates, Morrison Cohen shall file a supplemental affidavit with the Court and provide ten business days’ notice to the Debtors, the United States Trustee and any official committee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether Morrison Cohen’s client has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

8. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

Date:

September 27, 2012
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

EXHIBIT C

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE #: 232874

TAMMY HAMZEHPOUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
01/02/13	MW	REVIEW COURT FILINGS FOR THE PERIOD DECEMBER 21, 2012 THROUGH JANUARY 2, 2013 (.1.2); E-MAIL TO ATTORNEYS DOCKET SHEET WITH PLEADINGS (.1).	1.30	279.50
01/03/13	MW	REVIEW COURT FILINGS FOR 1/3/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/04/13	MW	REVIEW COURT FILINGS FOR 1/4/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/07/13	MW	REVIEW COURT FILINGS FROM 1/5/13 THROUGH 1/7/13 (.3); E-MAIL TO ATTORNEYS DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/08/13	MW	REVIEW COURT FILINGS FOR 1/8/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/09/13	MW	REVIEW COURT FILINGS FOR 1/9/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/10/13	MW	REVIEW COURT FILINGS FOR 1/10/13 (.3); E-MAIL TO ATTORNEYS DOCKET SHEET WITH COPIES OF PLEADINGS (.1)	0.40	86.00
01/11/13	MW	REVIEW COURT FILINGS FOR 1/11/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/14/13	MW	REVIEW COURT FILINGS FROM 1/12/13 THROUGH 1/14/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/15/13	MW	REVIEW COURT FILINGS FOR 1/15/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/16/13	MW	REVIEW COURT FILINGS FOR 1/16/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/17/13	MW	REVIEW COURT FILINGS FOR 1/17/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/18/13	MW	REVIEW COURT FILINGS FOR 1/18/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/22/13	MW	REVIEW DOCUMENTS FOR PERIOD 1/18/13 THROUGH 1/22/13 (.4); E-MAIL TO ATTORNEYS DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/23/13	MW	REVIEW COURT FILINGS FOR 1/23/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/24/13	MW	REVIEW COURT FILINGS FOR 1/24/13 (.4); E-MAIL TO ATTORNEYS DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/25/13	MW	REVIEW COURT FILINGS FOR 1/25/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/28/13	MW	REVIEW COURT FILINGS FROM 1/26/13 THROUGH 1/28/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
01/29/13	MW	REVIEW COURT FILINGS FOR 1/29/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/30/13	MW	REVIEW COURT FILINGS FOR 1/30/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
01/31/13	MW	REVIEW COURT FILINGS FOR 1/31/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
TOTAL TASK CODE	B110	Case Administration	10.40	2236.00
TASK CODE	B160	Fee/Employment Applications		
01/15/13	MW	REVIEW MOCO DECEMBER INVOICE (.2); REVISE SAME (.6).	0.80	172.00
01/15/13	MW	E-MAIL EXCHANGE WITH E. RICHARDS RE SECOND FEE APP AND REVISED PROTOCOL FOR SUBMITTING MONTHLY INVOICES.	0.30	64.50
01/31/13	RKD	EMAILS WITH D. MCFADDEN REGARDING FEE STATEMENTS (.7); REVIEW INFORMATION FROM FEE STATEMENTS IN CONNECTION WITH SAME (.4); EMAILS WITH M. CONNOLLY REGARDING SAME (.2).	1.30	682.50
TOTAL TASK CODE	B160	Fee/Employment Applications	2.40	919.00
TASK CODE	B260	Board of Directors Matters		

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE #: 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/02/13	DAP	CONF JTM REGARDING STATUS AND MEETING WITH UCC REGARDING AFI CLAIMS ANALYSIS (.5); EMAIL CORRESPONDENCE WITH EXAMINER COUNSEL CONCERNING SCHEDULING OF PAM WEST INTERVIEW (.2); EMAIL WITH PAM WEST REGARDING INTERVIEW PREP (.3); BEGIN INTERVIEW PREP FOR PAM WEST (1.5).	2.50	1,437.50
01/02/13	JTM	ALL HANDS MOFO STRATEGY CALL (1.1); REVIEW ACCUMULATED DOCKET ENTRIES AND FILINGS DURING VACATION PERIOD (4.2).	5.30	3,630.50
01/03/13	DAP	EMAIL CORRESPONDENCE WITH JAMIE LEVITT CONCERNING OPPOSITION TO THE SUBMISSION OF SENIOR UNSECURED NOTE HOLDERS TO THE EXAMINER (.3); LEGAL RESEARCH CONCERNING BREACH OF FIDUCIARY DUTY BUSINESS JUDGMENT RULE CASES (2.5); ATTEND TO PAM WEST EXAMINER INTERVIEW PREP (.4); CONFERENCE WITH JOE MOLDOVAN CONCERNING CASE STATUS (.3).	3.50	2,012.50
01/03/13	JTM	MEETING WITH MOFO, GARY, TODD, LORENZO IN PREP FOR MEETING WITH UCC AND JUDGE PECK (2.5); MEETING WITH JUDGE PECK, UCC, AND DEBTORS (2.5); REVIEW MATERIALS FOR FRIDAY BOARD CALL (.7).	5.70	3,904.50
01/04/13	DAP	TELEPHONE CALL WITH INDEPENDENT DIRECTORS CONCERNING PROPOSED TRANSACTION WITH AFI RE: MMLPSA (.6); CONFERENCE CALL WITH GARY LEE AND JIM TANNENBAUM AT MOFO REGARDING MEDIATION MEETING WITH JUDGE PECK (.5); CONF JTM REGARDING PREPARATION FOR MEDIATION (.5); REVIEW MATERIALS IN PREPARATION FOR MEETING WITH JUDGE PECK (1.0); REVIEW AND REVISE MOFO DRAFT BRIEF TO EXAMINER REGARDING SUBMISSION OF THE SENIOR UNSECURED NOTEHOLDERS (2.5); EMAIL WITH MOFO RE: SAME (.3).	5.40	3,105.00
01/04/13	JPR	COORDINATE SET UP "EXAMINER SUBPOENA" DOCUMENT REVIEW IN RELATIVITY.	0.60	222.00
01/04/13	JTM	BOARD CALL (2.1); REVIEW MATERIALS IN CONNECTION WITH SAME (.9); POST CALL WITH INDIES RE PROPOSED TRANSACTION WITH AFI (.6); CALL WITH D. PIEDRA, GLEE AND JTANNENBAUM RE MEDIATION ISSUES (.5); MEETING WITH SAME (2.3); REVIEW MATERIALS IN PREP FOR MONDAY MEETING WITH JUDGE PECK (5.2).	11.60	7,946.00
01/04/13	MC	REVIEW BOARD MATERIALS (.8); PARTICIPATION IN BOARD MEETING (2.1); FOLLOW UP W/ INDEPENDENT DIRECTORS (.6); O/C MEETING WITH JTM RE: MEDIATION ISSUES (2.3).	5.80	3,306.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/05/13	JTM	CONTINUED REVIEW MATERIALS IN PREP FOR MONDAY MEETING WITH JUDGE PECK.	6.40	4,384.00
01/05/13	MC	REVIEW DOCUMENTS AND PLEADINGS IN PREPARATION FOR MEETING W/ JUDGE PECK.	4.40	2,508.00
01/06/13	DAP	RESEARCH RE: INDEPENDENT DIRECTORS EXCULPATORY CLAUSE (.6); EMAIL CORRESPONDENCE JTM REGARDING SAME (.4); EMAIL WITH JAMIE LEVITT REGARDING SAME (.4); REVIEW MATERIALS IN PREPARATION FOR JUDGE PECK MEETING (2.0).	3.40	1,955.00
01/06/13	JTM	REVIEW AND ANALYSIS OF MATERIALS IN PREP FOR MONDAY MEETING WITH JUDGE PECK.	12.40	8,494.00
01/06/13	MC	REVIEW DOCUMENTS AND PLEADINGS IN PREPARATION FOR MEETING W/ JUDGE PECK.	2.60	1,482.00
01/07/13	DAP	RESEARCH CONCERNING BUSINESS JUDGMENT RULE AND EXCULPATORY CLAUSE OF DIRECTORS FOR BREACH OF FIDUCIARY DUTY UNDER DELAWARE LAW (2.0); REVISE BRIEF TO EXAMINER IN RESPONSE TO SUBMISSION OF SENIOR UNSECURED NOTE HOLDERS (2.1); PREPARE FOR AND MEET WITH JUDGE PECK REGARDING PLAN MEDIATION (2.1); CONFERENCE CALL WITH GARY LEE RE: JUDGE PECK MEETING (.4); TELEPHONE CALL WITH JOEL REGARDING D&O INSURANCE (.5); EMAIL CORRESPONDENCE RE: SAME (.2); T/C WITH INDEPENDENT DIRECTORS, MOLDOVAN AND CONNOLLY REGARDING PECK MEETING, MEDIATION, SETTLEMENT ISSUES (.9).	8.20	4,715.00
01/07/13	JTM	FINAL PREP FOR MEETING WITH JUDGE PECK (3.3); MEETING WITH JUDGE PECK, MC, DAP (2.1); CALL WITH MOFO, HOEL HAIMS AND PIEDRA RE INSURANCE ISSUES (.5); CALL WITH GARY LEE RE MEDIATION ISSUES (.4); REVIEW MATERIAL IN CONNECTION WITH DEBTOR RESPONSE TO SUNS AND OC DAP RE SAME AND REVISIONS TO DOC (.9); ALL HANDS MOFO STATUS CALL RE SALES PROGRESS AND OPEN MATTERS (.4); CALL WITH INDIES RE MEETING WITH MEDIATOR AND CASE PROGRESS (.9).	8.80	6,028.00
01/07/13	MC	PREPARATION FOR (1.7) AND PARTICIPATION IN MEETING WITH JUDGE PECK (2.1); FOLLOW UP WITH INDEPENDENT AND DIRECTORS (.9).	4.70	2,679.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE #: 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/08/13	DAP	EMAIL CORRESPONDENCE WITH PAM WEST CONCERNING EXAMINER INTERVIEW (.3); EMAIL WITH JAMIE LEVITT REGARDING PREPARATION FOR EXAMINER INTERVIEW OF PAM WEST (.2); REVIEW AND COMMENT ON DRAFT OF REPLY BRIEF IN RESPONSE TO OPPOSITION TO 9019 MOTION TO APPROVE RMBS TRUST SETTLEMENT (2.0); EMAIL WITH JOEL HAIMS REGARDING D&O INSURANCE STATUS AND SETTLEMENT (.2); T/C WITH JOEL HAIMS, STEFAN ENGELHARD AND KIRKLAND & ELLIS (RAY SCHROCK) REGARDING D&O INSURANCE (.6); CONF JOE MOLDOVAN RE: MEDIATION ISSUES (.4).	3.70	2,127.50
01/08/13	JTM	CALL WITH JOEL HAIMS AND DP RE INSURANCE ISSUES (.6); SPECIAL BOARD OF DIRECTORS MTG (1.2); OCS DAP RE MEDIATION ISSUES (.4); REVIEW DEBTORS; DRAFT RMBS BRIEF (2.4).	4.40	3,014.00
01/09/13	DAP	REVISE BRIEF IN REPLY TO OPPOSITION OF CREDITORS TO 9019 MOTION TO APPROVE RMBS SETTLEMENT (3.5); REVIEW MATERIALS TO PREPARE FOR EXAMINER INTERVIEW OF PAM WEST (2.5).	6.00	3,450.00
01/09/13	JTM	REVIEW COLLECTED RESCAP DOCKETS AND FILINGS (.6).	0.60	411.00
01/10/13	DAP	MEET WITH AND PREPARE PAM WEST FOR EXAMINER INTERVIEW (6.2); TELEPHONE CALL JOEL HAIMS RE: D&O INSURANCE (.2); CORRESPONDENCE WITH JENNIFER SHANK TO OBTAIN INFORMATION FOR EXAMINER REGARDING REQUEST FOR SOURCE OF PAYMENT OF PAM WEST DIRECTOR COMPENSATION (.7); EMAIL CORRESPONDENCE WITH EXAMINER'S COUNSEL REGARDING OPEN DISCOVERY ISSUES (.6).	7.70	4,427.50
01/10/13	JTM	PREP FOR PAM WEST CONTINUED EXAMINATION (3.1); INCLUDING MEETING WITH CLIENT AND MOFO TEAM (6.2); REVIEW USA STATEMENT RE SALES (.4); REVIEW PREP MATERIALS FOR FRIDAY BOARD CALL (1.4).	11.10	7,603.50
01/10/13	MC	PREPARE FOR BOARD MEETING (1.4); REVIEW ALLY COURT PAPERS (2.7).	4.10	2,337.00
01/10/13	NS	REVIEW SUBPOENA, PROTECTIVE ORDER AND INITIAL PRIVILEGE LOG IN CONNECTION WITH DOCUMENT REVIEW PROJECT.	0.80	380.00
01/10/13	RKD	LEGAL RESEARCH REGARDING STATUTES OF LIMITATIONS (.9); EMAILS WITH J. MOLDOVAN REGARDING SAME (.3); EMAILS WITH M. LIGHTNER REGARDING MEET AND CONFER (.3).	1.50	787.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/11/13	DAP	TELEPHONE CONFERENCE CALL WITH KIRKLAND & ELLIS AND ALLY FINANCIAL INSURANCE PEOPLE CONCERNING D&O POLICY, CLAIMS NOTICE AND SETTLEMENT (.7); TELEPHONE CALL JOEL HAIMS RE: SAME (.3); PREPARE FOR EXAMINER INTERVIEW OF PAM WEST (1.2); ATTEND EXAMINER INTERVIEW OF PAM WEST (4.0); CONF JAMIE LEVITT RE: EXAMINER INTERVIEW (.4); O/C WITH JTM, RKD RE: PRODUCTION OF DOCUMENTS (.6).	7.20	4,140.00
01/11/13	JTM	BOARD MEETING (1.0); PREP FOR CONTINUED WEST EXAMINATION (2.5); PARTICIPATE IN WEST CONTINUED EXAMINATION (4.0); OC DAP AND RKD RE CLEARY ISSUES RE MACK DISCOVERY AND SMITH PRODUCTION (.6).	8.30	5,685.50
01/11/13	MC	ATTEND BOARD MEETING (1.9); PARTICIPATION IN EXAMINATION OF PAM WEST (4.8); FOLLOW UP RE COMPENSATION COMMITTEE (.2).	6.90	3,933.00
01/11/13	RKD	TELEPHONE CONFERENCE WITH M. LIGHTNER REGARDING DOCUMENT PRODUCTION ISSUES (.9); O/C W/J. MOLDOVAN AND D. PIEDRA REGARDING SAME (.6); FURTHER RESEARCH REGARDING STATUTES OF LIMITATIONS ISSUES (3.1).	4.60	2,415.00
01/13/13	JL	REVIEW DISTRIBUTED MATERIAL (.5); PARTICIPATE IN COMP COMMITTEE CALL (.9).	1.40	847.00
01/14/13	DAP	REVIEW MATERIALS TO PREPARE FOR JOHN MACK EXAMINER INTERVIEW (2.0); MEET WITH JOHN MACK AND PREPARE FOR EXAMINER INTERVIEW (5.0); CONFERENCE WITH JAMIE LEVITT REGARDING OUTSTANDING DISCOVERY TO EXAMINER (.3); EMAIL CORRESPONDENCE WITH JENNIFER SHANK AT RESCAP REGARDING DOCUMENTATION OF PAM WEST DIRECTOR COMPENSATION (.4).	7.70	4,427.50
01/14/13	JTM	PREP JOHN MACK FOR EXAMINATION AND REVIEW MATERIALS IN CONNECTION WITH SAME (6.4); MTG AT MOFO WITH RESCAP TEAM RE OPEN MATTERS AND STRATEGY (1.0).	7.40	5,069.00
01/14/13	MC	PREPARATION FOR COMPENSATION COMMITTEE MEETING (.4); PARTICIPATION IN COMPENSATION COMMITTEE MEETING (1.2).	1.60	912.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/14/13	NS	BEGIN REVIEW OF 21 DOCUMENTS IN RELATIVITY DATABASE FOR EXAMINER'S SUBPOENA COMPLIANCE AND CONTEMPORANEOUSLY DRAFT EXTENSIVE PRIVILEGE LOG ENTRIES AS NEEDED (3.8); CONFERENCES WITH ROBERT DAKIS RE: PRIVILEGE ISSUES (.4).	4.20	1,995.00
01/14/13	RKD	EMAILS WITH N. SIEGEL REGARDING DOCUMENT REVIEW PROJECT (.4); EMAILS WITH D. PIEDRA REGARDING MEET AND CONFER (.3); REVIEW CREDITOR' COMMITTEE SUBMISSIONS TO EXAMINER IN PREPARATION FOR MEETINGS REGARDING CLAIMS (1.9); REVIEW DEBTOR SUBMISSIONS IN PREPARATION REGARDING SAME (1.1); REVIEW CASES CITED IN DEBTOR SUBMISSION (1.9).	5.60	2,940.00
01/15/13	DAP	REVIEW AND FINALIZE BRIEF CONCERNING BOARD PROCESS IN RELATION TO 9019 MOTION (1.4); 9019 ISSUES (1.2); EXAMINER INTERVIEW OF JOHN MACK (5.0); CONFERENCE WITH RKD AND MOLDOVAN RE: EXAMINER ISSUES (.5).	8.10	4,657.50
01/15/13	JTM	PARTICIPATE IN JOHN MACK CONTINUED EXAMINATION BY EXAMINER (5.0); PREP FOR SAME (1.9); REVIEW 9019 BRIEF (.3); OC DAP RE SAME (1.2); OCS RD AND DAP RE COMMITTEE REQUEST FOR MACK MATERIALS (.5).	8.90	6,096.50
01/15/13	NS	REVIEW 73 DOCUMENTS ON RELATIVITY DATABASE FOR EXAMINER'S SUBPOENA RESPONSE AND DRAFT MULTIPLE EXTENSIVE PRIVILEGE LOG ENTRIES (THE DOCUMENT REVIEW AND CONTEMPORANEOUS DRAFTING OF PRIVILEGE LOG ENTRIES WAS ONE COMBINED TASK).	8.30	3,942.50
01/15/13	RKD	REVIEW LETTER FROM P. KAUFFMAN (KRAMER) REGARDING DOCUMENT PRODUCTIONS (.7); O/C WITH JTM AND DAP REGARDING RESPONSE TO SAME (.4); SEARCH DOCUMENTS IN RESPONSE TO ISSUES RAISED IN KRAMER LETTER (4.7).	6.50	3,412.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/16/13	DAP	TELEPHONE CALL WITH TED SMITH REGARDING DISCOVERY ISSUES IN RESPONSE TO WILMINGTON TRUST SUBPOENA (.8); TELEPHONE CALL WITH JOHN MACK REGARDING ISSUES IN RESPONSE TO UCC KAUFMAN LETTER (.4); MEETING WITH R. DAKIS AND J. MOLDOVAN REGARDING DISCOVERY ISSUES (.5); REVIEW AND DRAFT RESPONSE TO LETTER FROM KAUFFMAN REGARDING DISCOVERY (1.2); ARRANGE CONF CALL WITH FTI REGARDING DOCUMENT COLLECTION ISSUES (.3); CONF JAMIE LEVITT MOFO RE: MACK INTERVIEW WITH EXAMINER (.3); REVIEW AFI AND RMBS TRUSTEE (PATRICK) SUBMISSIONS RE: 9019 (2.0); EMAIL CORRESPONDENCE INDEPENDENT DIRECTORS REGARDING UCC CLAIMS PRESENTATION (.3).	5.50	3,162.50
01/16/13	JPR	COORDINATE RESCAP PRODUCTION THROUGH D4.	0.40	148.00
01/16/13	JTM	OC RD AND DAP RE MACK AND SMITH DISCOVERY DEMANDS (.5); REVIEW FINAL DEBTOR BRIEF RE IRIDIUM FACTORS AND APPROVAL OF RMBS SETTLEMENT (3.8).	4.30	2,945.50
01/16/13	MW	PREPARE BINDER WITH 9019 DOCUMENTS.	1.60	344.00
01/16/13	NS	REVIEW OF 62 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA COMPLIANCE AND CONTEMPORANEOUSLY DRAFT MULTIPLE PRIVILEGE LOG ENTRIES, AS NEEDED (ONE COMBINED TASK).	6.10	2,897.50
01/16/13	RKD	EMAILS WITH M. LIGHTNER REGARDING MEET AND CONFER (.6); O/C WITH JTM AND DAP RE: DISCOVERY ISSUES (.5); REVISE RESPONSE TO KAUFMANN LETTER (1.0); CONTINUE REVIEWING DOCUMENTS IN PREPARATION FOR MEET AND CONFER AND RESPONSES TO KAUFMANN LETTER (4.7).	6.80	3,570.00
01/17/13	DAP	PREPARE FOR MEETING WITH UNSECURED CREDITORS COMMITTEE REGARDING ALLY CLAIM (.4); PRESENTATION OF CLAIMS BY UCC (2.5); MEETING WITH INDEPENDENT DIRECTORS CONCERNING CLAIMS PRESENTATION AND RELATED PROCEDURAL ISSUES (2.1); TELEPHONE CALL WITH FTI RE: DOCUMENT COLLECTION (.5); ATTEND TO RESPONSES FOR DISCOVERY FROM INDEPENDENT DIRECTORS FROM UCC AND WILMINGTON TRUST (1.5); O/C WITH JTM AND RKD RE: DOCUMENT PRODUCTION (.4).	6.90	3,967.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/17/13	JTM	MTG AT KRAMER WITH UCC FOR CLAIMS PRESENTATION (2.5); PRE AND POST MEETINGS WITH CLIENTS RE SAME (1.4); OCS RD AND DAP RE DOCUMENT PRODUCTION (.4); REVIEW UCC PRESENTATION (2.5); REVIEW MATERIALS FOR FRIDAY BOARD MEETING (3.3).	10.10	6,918.50
01/17/13	MC	REVIEW BOARD MATERIALS (1.4); MEETING RE: UCC PRESENTATION (.6).	2.00	1,140.00
01/17/13	NS	REVIEW 65 DOCUMENTS IN ELECTRONIC DATABASE FOR PRODUCTION PURSUANT TO THE EXAMINER'S SUBPOENA AND CONTEMPORANEOUSLY DRAFT MULTIPLE ENTRIES FOR THE PRIVILEGE LOG (8 PAGES) (ONE COMBINED TASK).	4.80	2,280.00
01/17/13	RKD	ATTEND MEETING WITH INDEPENDENT DIRECTORS TO PREPARE FOR COMMITTEE PRESENTATIONS (.3); ATTEND COMMITTEE CLAIMS PRESENTATION (2.5); ATTEND FOLLOW UP MEETING WITH INDEPENDENT DIRECTORS RE SAME (.2); O/C WITH JTM AND DAP RE: DOCUMENT PRODUCTION (.4).	3.40	1,785.00
01/18/13	DAP	REVIEW MATERIALS AND ATTEND TELEPHONIC BOARD OF DIRECTORS MEETING (1.2); CONFERENCE CALL WITH ALEXANDER LAWRENCE (MOFO) AND RKD REGARDING DISCOVERY ISSUES (.6); O/C WITH JTM RE: KAUFMAN LETTER (.2); CONFERENCE R. DAKIS RE: PREPARE FOR TUESDAY MEET AND CONFER WITH CLEARY AND UCC (.4); REVIEW STATUS OF DISCOVERY AND PREPARE FOR MEET AND CONFER (1.0); REVIEW UCC DECK RE: CLAIMS PRESENTATION (1.0); CONF JTM RE: SAME (.3); TELEPHONE CALL WITH JOE MOLDOVAN AND DARRYL RAINS REGARDING RMBS 9019 TRIAL WITNESSES (.6); EMAIL CORRESPONDENCE WITH PAM WEST REGARDING RMBS TRIAL (.2).	5.60	3,220.00
01/18/13	JTM	FURTHER ANALYSIS OF BOARD DECK AND ATTEND BOARD MEETING (1.7); OCS DAP RE KAUFMAN LETTER (.2); OC DAP RE UCC CLAIM PRESENTATION (.3) CALL WITH DAP AND DARRYL RE 9019 TRIAL ISSUES AND WITNESSES (.6).	2.80	1,918.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/18/13	RKD	TELEPHONE CONFERENCE WITH A. LAWRENCE AND D. PIEDRA REGARDING MEET AND CONFER AND RESPONSE TO DOCUMENT REQUEST LETTER (.6); REVISE RESPONSE TO DOCUMENT REQUEST LETTER (.6); EMAILS WITH R. DISCICCIO, ET AL., REGARDING SAME (.3); REVIEW COMMITTEE PRESENTATION REGARDING CLAIMS IN PREPARATION FOR ATTENDANCE AT ALLY RESPONSE (1.5); O/C W/DAP REGARDING MEET AND CONFER (.4); CONTINUE REVIEWING DOCUMENTS IN PREPARATION FOR MEET AND CONFER (2.7).	6.10	3,202.50
01/20/13	DAP	EMAIL CORRESPONDENCE PAM WEST RE: RMBS 9019 (.3); EMAIL CORRESPONDENCE MOFO (RAINS, PRINCI) RE: RMBS 9019 (.3); REV. EMAIL CORRESP. RE: MACK EXAMINER INTERVIEW EXHIBIT (.2).	0.80	460.00
01/22/13	DAP	EMAIL CORRESPONDENCE PAM WEST REGARDING RMBS 9019 (.2); EMAIL CORRESPONDENCE D. RAINS (MOFO) RE: 9019 (.2); EMAIL CORRESPONDENCE JOHN MACK RE: DOCUMENT COLLECTION / CALENDAR ENTRIES (.3); CONFERENCE CALL FTI RE: DOCUMENT COLLECTION (.3); CONFERENCE R. DAKIS RE: MEET & CONFER (.3); ATTEND MEET & CONFER WITH COUNSEL FOR WILMINGTON TRUST AND COUNSEL FOR UCC (2.0); REVIEW 9019 BRIEFING (1.0); PREPARE OUTLINE RE: SAME IN PREP OF 9019 HEARING (1.0).	5.30	3,047.50
01/22/13	JPR	COORDINATE PROCESSING OF CLIENT MEDIA TO RELATIVITY FOR REVIEW AND PRODUCTS.	0.50	185.00
01/22/13	JTM	WEEKLY STATUS CALL WITH DEBTORS' COUNSEL (.7); OCS RKD RE UCC AND WILMINGTON DISCOVERY DEMANDS (.4); BEGIN REVIEW OF UCC CLAIMS ANALYSIS AND PRESENTATION AND BACK UP MATERIAL (6.3); REVIEW AMENDMENTS TO MMLPSA AND RELATED CONSENTS (.9).	8.30	5,685.50
01/22/13	MC	REVIEW CONSENTS W/ TED SMITH.	0.70	399.00
01/22/13	RKD	MEET WITH D. PIEDRA TO PREPARE FOR MEET AND CONFER (.3); REVIEW PRIVILEGE LOG AND KAUFMANN LETTER IN PREPARATION FOR SAME (.6); ATTEND MEET AND CONFER WITH REPRESENTATIVES FROM WILMINGTON AND COMMITTEE (2.1); FOLLOW UP MEETING WITH D. PIEDRA AND A. LAWRENCE (.3); REVIEW 400 DOCUMENTS FROM T. SMITH (5.9); OFFICE CONFERENCES WITH J. MOLDOVAN REGARDING MEET AND CONFER AND CASE STATUS (.4).	9.60	5,040.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE #: 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/23/13	DAP	REVIEW 133 DOCUMENTS IN RESPONSE TO OBJECTIONS RAISED IN MEET & CONFER, PREPARE REVISED PRIVILEGE LOG DESCRIPTIONS, ANALYZE LIMITED WAIVER ISSUES AND DESIGNATE FOR PRODUCTION WHERE APPROPRIATE (5.1); CONF R. DAKIS RE: SAME (.4); TELEPHONE CALL J. MOLDOVAN AND JOHN MACK RE: DOCUMENT COLLECTION (.3); EMAIL CORRESPONDENCE JOHN MACK RE: SAME (.3); TELEPHONE CALL FRESKOS FTI RE: MACK DOCUMENT COLLECTION (.3).	6.60	3,795.00
01/23/13	JPR	COORDINATE PROCESSING OF TED SMITH E-MAIL DATA.	0.50	185.00
01/23/13	JTM	REVIEW UCC PRESENTATION MATERIAL BACKUP (8.7); T/C DAP, MC AND MACK RE: DISCOVERY ISSUES (.3); REVIEW OF ADDITIONAL MATERIAL FOR POTENTIAL PRODUCTION (1.7); REVIEW MATERIALS FOR FRIDAY BOARD MEETING (1.4).	12.10	8,288.50
01/23/13	MC	T/C W/ JTM AND DAP RE: JOHN MACK DOCUMENT REQUEST (.3); REVIEW BOARD MATERIALS (1.7); T/C W/ PAM WEST OF AUDIT COMMITTEE (.6).	2.60	1,482.00
01/23/13	RKD	REVIEW DOCUMENTS IDENTIFIED BY WTC COUNSEL DURING MEET AND CONFER (5.9); EMAILS WITH D. PIEDRA REGARDING SAME (.4); REVIEW 138 T SMITH DOCUMENTS (2.8).	9.10	4,777.50
01/24/13	DAP	COORDINATE MACK DOCUMENT COLLECTION WITH FTI (.3); EMAIL JAMIE LEVITT RE: UCC CLAIMS PRESENTATION (.3); REVIEW ADDITIONAL DOCUMENTS REGARDING OBJECTIONS OF WILMINGTON TRUST AND UCC (.8); EMAIL R. DAKIS RE: SAME (.9); REVIEW CLEARLY LETTER REGARDING DISCOVERY (.4).	2.70	1,552.50
01/24/13	JPR	COORDINATE EXPORT OF DOCUMENT FOR PRODUCTION.	0.90	333.00
01/24/13	JTM	BOARD CALL (1.4); CALL WITH TONY P AND LORENZO M RE STRATEGY MATTERS AND INDEPENDENT DIRECTORS (.5); CALL WITH G LEE AND JIM T RE DISCOVERY ISSUES (.6); OC DP AND RD RE DISCOVERY AND REVIEW OF PRODUCTION MATERIALS (2.3); CONTINUED REVIEW OF UCC PRESENTATION MATERIAL BACK UP (4.6).	9.40	6,439.00
01/24/13	MW	PRINT AND BIND COPIES OF THE COMMITTEE'S PRESENTATION FOR JTM, RKD AND DAP.	0.60	129.00
01/24/13	MC	PREPARATION FOR (.7) AND PARTICIPATION IN BOARD MEETING (1.1).	1.80	1,026.00
01/24/13	NS	REVIEW 19 DOCUMENTS IN ELECTRONIC DATABASE IN RESPECT OF EXAMINER SUBPOENA.	2.40	1,140.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/24/13	RKD	EMAILS WITH D. PIEDRA REGARDING DOCUMENTS IDENTIFIED IN MEET AND CONFER (.9); REVIEW ADDITIONAL DOCUMENTS IDENTIFIED IN MEET AND CONFER (.7); REVIEW 119 T. SMITH DOCUMENTS (3.9); REVISIONS TO PRIVILEGE LOG TO ADDRESS ISSUES RAISED IN MEET AND CONFER (1.8).	7.30	3,832.50
01/25/13	DAP	MEETING WITH R. DAKIS REGARDING DISCOVERY OBJECTIONS, REVISIONS TO PRIVILEGE LOG AND POSSIBLE PRODUCTIONS (1.6); TELEPHONE CALL JAMIE LEVITT REGARDING PREPARING RESPONSE TO UCC PRESENTATION ON BEHALF OF DIRECTORS (.4); BEGIN OUTLINE OF RESPONSE TO UCC PRESENTATION REGARDING ALLEGED BREACHES OF FIDUCIARY DUTY (2.0).	4.00	2,300.00
01/25/13	JTM	REVIEW MATERIALS FOR PRODUCTION TO UCC AND WILMINGTON (3.3); OC RD RE SAME (.4); REVIEW CASE ANALYSIS IN UCC PRESENTATION (3.6).	7.30	5,000.50
01/25/13	NS	REVIEW 21 DOCUMENTS IN ELECTRONIC DATABASE WITH RESPECT TO EXAMINER SUBPOENA PRODUCTION AND CONTEMPORANEOUSLY DRAFT SEVERAL PAGES OF PRIVILEGE LOG ENTRIES AS NEEDED (ONE COMBINED TASK).	2.70	1,282.50
01/25/13	RKD	OFFICE CONFERENCE WITH D. PIEDRA DISCUSSING RESPONSES TO WTC QUESTIONS IN PRIV LOG AND DOCUMENT ISSUES (1.6); O/C WITH JTM RE: SAME (.4); REVISE PRIVILEGE LOG TO ADDRESS COMMENTS FROM WTC (3.9); REVIEW FINAL 174 T. SMITH DOCUMENTS (3.6); DRAFT EMAIL TO J. LEVITT AND A. LAWRENCE REGARDING DISCOVERY ISSUES (.7).	9.80	5,145.00
01/27/13	JTM	REVIEW BOARD DECK AND PREPARE FOR AND ATTEND SPECIAL BOARD MEETING RE SALES.	1.40	959.00
01/28/13	DAP	REVIEW MATERIALS IN PREPARATION FOR MEETING WITH PAM WEST AT MOFO REGARDING 9019 (1.5); ATTEND MEETING AT MOFO WITH PAM WEST, A. PRINCI, A. RUIZ, L. DARCY (1.5); ATTEND AFI MEETING IN RESPONSE TO UCC CLAIMS PRESENTATION (4.0); MEETING WITH BOARD AND MOFO FOLLOWING AFI MEETING (2.0); MEETING WITH INDEPENDENT DIRECTORS REGARDING DOCUMENT RETENTION/PRODUCTION ISSUES (.4).	9.40	5,405.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/28/13	JTM	ALL HANDS STATUS MEETING (.9); MEETING AT K&E RE REBUTTAL TO COMMITTEE ALLY POSITION (3.1); REVIEW MATERIALS FROM ALLY BANK RE CLAIMS ANALYSIS (2.1); MEETING WITH INDIES AND MOFO RE ALLY BANK PRESENTATION, CRO SELECTION AND PROCESS (4.3).	10.30	7,055.50
01/28/13	MC	PARTICIPATION IN ALLY PRESENTATION AT K&E (3.1) AND MEETING WITH INDEPENDENT DIRECTORS (2.7).	5.80	3,306.00
01/28/13	RKD	EMAILS WITH J. LEVITT REGARDING DISCOVERY ISSUES (.4); ATTEND MEETING WITH ALLY (KIRKLAND) REGARDING CLAIMS ISSUES (3.1); ATTEND FOLLOW UP MEETING WITH RESCAP BOARD TO DISCUSS CLAIMS ISSUES, CASE STATUS, AND OTHER ISSUES (1.1); FOLLOW UP MEETING WITH INDEPENDENT DIRECTORS REGARDING SAME (.2).	5.80	3,045.00
01/29/13	DAP	DRAFT RESPONSE TO DISCOVERY ISSUES FROM CLEARY ON BEHALF OF WILMINGTON TRUST (.8); E-MAIL WITH R. DAKIS REGARDING WILMINGTON TRUST DOCUMENT REQUEST OBJECTIONS (.4); DRAFT LETTER RESPONSE TO CLEARY IN RESPONSE TO MARC LIGHTNER LETTER (.8); REVIEW EXAMINER REQUESTS RE: INDEPENDENT DIRECTOR COMPENSATION (.3); EMAIL CORRESPONDENCE WITH EXAMINER COUNSEL MARC ASHLEY RE: SAME (.4); EMAIL CORRESPONDENCE RESCAP CONCERNING DOCUMENTATION REGARDING DIRECTOR COMPENSATION (.5); REVIEW RESCAP'S MATERIALS RE: DIRECTOR COMPENSATION (.5).	3.70	2,127.50
01/29/13	JL	REVIEW MINUTES AND AUDIT COMMITTEE PACKAGE.	1.50	907.50
01/29/13	JTM	REVIEW AUDIT COMMITTEE PACKAGE IN PREP FOR WEDNESDAY AUDIT COMMITTEE MEETING (2.4).	2.40	1,644.00
01/29/13	MC	REVIEW COURT PAPERS INCLUDING ORDER RE: SALES CONTRACT AND RELATED AGREEMENTS (2.4); RESPOND TO INDEPENDENT DIRECTOR REQUESTS (.7).	3.10	1,767.00
01/29/13	NS	RENEW ANALYSIS OF EXAMINER'S SUBPOENA WITH RESPECT TO COMPLIANCE ISSUES.	0.50	237.50
01/29/13	RKD	BEGIN REVIEW OF CASES CITED IN KIRKLAND PRESENTATION (1.7); EMAILS WITH D. PIEDRA REGARDING DOCUMENT AND DISCOVERY ISSUES (.4); TELEPHONE CONFERENCE WITH A. LAWRENCE REGARDING SAME (.2); EMAILS WITH A. LAWRENCE REGARDING SAME (.1); REVIEW J. MACK CALENDAR ENTRIES (.2).	2.60	1,365.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/30/13	DAP	REVIEW MATERIALS IN PREPARATION FOR BOARD MEETING (.5); ATTEND TELEPHONIC BOARD MEETING (1.2); TELEPHONE CONFERENCE CALL WITH MOFO AND CARPENTER LIPPS REGARDING PRIVILEGE DESIGNATIONS AND DOCUMENT PRODUCTION ISSUES (1.8); REVISE LETTER TO LIGHTNER (.5); REVIEW PRIVILEGED DOCUMENT DESIGNATIONS (.4); TELEPHONE CALL JAMIE LEVITT RE: EXAMINER DISCOVERY REQUEST (.4); TELEPHONE CONFERENCE CALL WITH JIM TANENBAUM RE: CRO ISSUE (.4); TELEPHONE CALL WITH JOE MOLDOVAN RE: CRO ISSUE (.7); REVIEW CRO RESEARCH ISSUES (.4); REVIEW PROPOSED BOARD RESOLUTIONS (.3); CONF CONNOLLY RE: SAME (.2).	6.80	3,910.00
01/30/13	JL	AUDIT COMMITTEE CALL.	2.50	1,512.50
01/30/13	JTM	PREP FOR AND ATTEND TELEPHONIC BOARD MEETING (1.7); CALL WITH INDEPENDENT DIRECTORS RE ALL OPEN ISSUES INCLUDING CRO (2.3); REVIEW AND OC MC RE AMENDMENTS TO SALES CONTRACTS AND BOARD CONSENTS (1.4); OCS RD RE MACK DISCOVERY ISSUES AND REVIEW OF PROPOSED RESPONSE RE SAME (1.1); REVIEW PROPOSED CRO CANDIDATE BIOS OCS GARY RE SAME (.8); CALL WITH JONATHAN ILANY RE CRO ISSUES (.5); OC RD RE PROPOSED MEMO TO INDIES RE CRO PROCESS (.3); CALL WITH TEAM RE CRO ISSUES AND PROCESS (.7); REVIEW MOFO DRAFT OF CRO MOTION (.8); OC RD RE SAME (.2); REVIEW WALTER ASSIGNMENT ISSUES AND BOARD MATERIAL RE SAME (.3).	10.10	6,918.50
01/30/13	MW	E-MAIL WITH RKD RE: DOCUMENT PRODUCTION.	0.30	64.50
01/30/13	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETING (1.7); O/C WITH JTM AND REVIEW AMENDMENTS TO SALE CONTRACTS, AND RELATED CONSENTS (2.2); CONFERENCE CALL W/ INDEPENDENT DIRECTORS RE: REVIEW AND APPROVAL OF CONSENT AND CRO QUALIFICATION AND SELECTION PROCESS (1.4); REVIEW CRO RETENTION MOTION (.7).	6.20	3,534.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

FOR PROFESSIONAL SERVICES RENDERED AS OF JANUARY 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/30/13	RKD	CONFERENCE CALL WITH A. LAWRENCE, D. PIEDRA, J. BATTLE, ET AL., REGARDING MACK DOCUMENTS (1.1); REVISE PRIVILEGE LOG TO INCORPORATE COMMENTS FROM CALL (1.9); REVIEW DOCUMENTS IN RESPONSE TO REQUESTS FROM WTC (2.3); FOLLOW UP EMAILS WITH A. LAWRENCE REGARDING SAME (.4); REVISE LETTER TO M. LIGHTNER REGARDING DOCUMENT AND DISCOVERY PROCESS (.9); TELEPHONE CONFERENCE WITH J. MOLDOVAN REGARDING OFFICER ISSUES (.3); EMAILS WITH G. LEE, J. WISHNEW, AND N. MOSS REGARDING SAME (.4); TELEPHONE CONFERENCE WITH J. MOLDOVAN, M. CONNOLLY AND D. PIEDRA REGARDING SAME (.7); TELEPHONE CONFERENCE WITH J. WISHNEW AND N. MOSS REGARDING SAME (.4).	8.40	4,410.00
01/31/13	DAP	RESEARCH AND DRAFTING RESPONSE TO CRITICISMS BY UCC REGARDING DIRECTOR BREACH OF FIDUCIARY DUTY ISSUES AND COMPILE DOCUMENTATION SUPPORTING SOUND BUSINESS JUDGMENT (4.7); TELEPHONE CONFERENCE CALL WITH JAMIE LEVITT AND ALEX LAWRENCE OF MOFO REGARDING DOCUMENT PRODUCTION ISSUES (.3); REVIEW REVISED DRAFT OF LETTER TO LIGHTNER AND MAKE APPROPRIATE CHANGES (.5); EMAILS WITH ROBERT DAKIS RE: DOCUMENT PRODUCTION AND UPDATED PRIVILEGE LOG (.2); CONFERENCE WITH J. MOLDOVAN REGARDING POTENTIAL CRO ISSUE (.5); REVIEW JAMIE LEVITT DRAFT TO EXAMINER REGARDING ANALYSIS OF POTENTIAL THIRD PARTY CLAIMS AGAINST ALLY AS PART OF CLAIMS REVIEW (.4); EMAIL TO JAMIE LEVITT RE: SAME (.4).	7.00	4,025.00
01/31/13	JTM	REVIEW AND ANALYSIS OF CRO RETENTION AND RELATED ISSUES.	3.20	2,192.00
01/31/13	MC	CASE ADMINISTRATION (1.4); REVIEW PROCESS FOR CRO QUALIFICATION AND APPOINTMENT (.8).	2.20	1,254.00
01/31/13	NS	REVISE PRIVILEGE LOG FOR EXAMINER'S SUBPOENA.	2.00	950.00
01/31/13	RKD	REVIEW MATERIALS REGARDING CASE STATUS AND OPERATIONS STATUS IN PREPARATION FOR MEMORANDUM TO INDEPENDENT BOARD MEMBERS (.9); EMAILS WITH R. DECICCO AND E. HAMMERQUIST REGARDING DATA COLLECTIONS (.4); EMAILS WITH D. PIEDRA REGARDING SAME (.2); PREPARE DOCUMENTS FOR PRODUCTION IN RESPONSE TO DOCUMENT REQUEST (3.9); EMAILS WITH M. WIATRAK REGARDING SAME (.3).	5.70	2,992.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE #: 232874

TOTAL TASK CODE	B260	Board of Directors Matters	490.20	291426.00
GRAND TOTAL FEES			503.00	294,581.00
		TOTAL FEES SERVICES \$	294,581.00

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
B110	Case Administration		
MW	MARIOLA WIATRAK	10.40	2,236.00
SUBTOTAL	B110 Case Administration	10.40	2,236.00
B160	Fee/Employment Applications		
RKD	ROBERT K. DAKIS	1.30	682.50
MW	MARIOLA WIATRAK	1.10	236.50
SUBTOTAL	B160 Fee/Employment Applications	2.40	919.00
B260	Board of Directors Matters		
DAP	DAVID PIEDRA	127.70	73,427.50
JL	JACK LEVY	5.40	3,267.00
JTM	JOSEPH T. MOLDOVAN	172.60	118,231.00
MC	MICHAEL CONNOLLY	54.50	31,065.00
RKD	ROBERT K. DAKIS	92.80	48,720.00
NS	NEIL SIEGEL	31.80	15,105.00
JPR	JASON P. REID	2.90	1,073.00
MW	MARIOLA WIATRAK	2.50	537.50
SUBTOTAL	B260 Board of Directors Matters	490.20	291,426.00
TOTAL FEES		503.00	294,581.00

TASK SUMMARY FOR FEES::

TASK	TASK DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	10.40	2,236.00
B160	Fee/Employment Applications	2.40	919.00
B260	Board of Directors Matters	490.20	291,426.00
TOTAL FEES		503.00	294,581.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 03/05/13
INVOICE # : 232874

TIMEKEEPER SUMMARY:

INIT	TIMEKEEPER NAME	HOUR	VALUE
DAP	DAVID PIEDRA	127.70	73,427.50
JL	JACK LEVY	5.40	3,267.00
JTM	JOSEPH T. MOLDOVAN	172.60	118,231.00
MC	MICHAEL CONNOLLY	54.50	31,065.00
RKD	ROBERT K. DAKIS	94.10	49,402.50
NS	NEIL SIEGEL	31.80	15,105.00
JPR	JASON P. REID	2.90	1,073.00
MW	MARIOLA WIATRAK	14.00	3,010.00
TOTAL FEES		503.00	294,581.00

DISBURSEMENTS:

VALUE

TASK SUMMARY FOR EXPENSES:

E109	TRAVEL	59.15
E105	TELEPHONE/FACSIMILE	968.42
E101	SC PHOTOCOPYING	31.64
E101	SC COLOR PHOTOCOPYING	24.43
E101	SC IN HOUSE VOLUME COLOR PRINTING	10.08
	MAIL	-44.37
E107	MESSENGER	233.50
	MEALS	11.00
	PROFESSIONAL FEES	523.25
	DATABASE SEARCH	665.06

TOTAL DISBURSEMENTS \$ 2,482.16

TOTAL BALANCE DUE FOR THIS PERIOD \$ 297,063.16

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

TAMMY HAMZEHPOUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
02/01/13	MW	REVIEW COURT FILINGS FOR 2/1/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
02/04/13	MW	REVIEW COURT FILINGS FOR PERIOD 2/2/13 THROUGH 2/4/13 (.4); E-MAIL TO ATTORNEYS DOCKET WITH PLEADINGS (.1).	0.50	107.50
02/05/13	MW	REVIEW COURT FILINGS (.2); E-MAIL TO ATTORNEYS DOCKET WITH PLEADINGS (.1).	0.30	64.50
02/06/13	MW	REVIEW COURT FILINGS FOR 2/6/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
02/07/13	MW	REVIEW COURT FILINGS FOR 2/7/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
02/08/13	MW	REVIEW COURT FILINGS FOR 2/8/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
02/11/13	MW	REVIEW COURT FILINGS FROM 2/9/13 THROUGH 2/11/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1); FINALIZE PROFESSIONALS CONTACT LIST (1.4); PROOFREAD SAME (.3).	2.20	473.00
02/13/13	MW	REVIEW COURT FILINGS FOR 2/12/13 THROUGH 2/12/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
02/14/13	MW	REVIEW COURT FILINGS FOR 2/14/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
02/15/13	MW	REVIEW COURT FILINGS FOR 2/15/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
02/19/13	MW	REVIEW COURT FILINGS FOR 2/15/13 THROUGH 2/18/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
02/20/13	MW	REVIEW COURT FILINGS FOR 2/20/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/21/13	MW	REVIEW COURT FILINGS FOR 2/1/13 (.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.60	129.00
02/22/13	MW	REVIEW COURT FILINGS FOR 2/22/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
02/25/13	MW	REVIEW COURT FILINGS FOR 2/25/13 (.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.60	129.00
02/26/13	MW	REVIEW COURT FILINGS FOR 2/26/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
02/27/13	MW	REVIEW COURT FILINGS FOR 2/27/13 (.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1); UPDATE CALENDAR ACCORDINGLY (.2).	0.80	172.00
02/28/13	MW	REVIEW COURT FILINGS FOR 2/28/13 (.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1); UPDATE CALENDAR ACCORDINGLY (.3).	0.90	193.50
TOTAL TASK CODE	B110	Case Administration	11.60	2494.00
TASK CODE	B160	Fee/Employment Applications		
02/13/13	MW	COMPILE SEPT, OCT, NOV AND DEC. INVOICES (.1) START DRAFTING SECOND INTERIM FEE APPLICATION (1.6).	1.70	365.50
02/20/13	MW	EDIT JANUARY '12 INVOICE TO REMOVE PRIVILEGED INFORMATION.	1.30	279.50
02/25/13	MW	DRAFT EXHIBITS TO SECOND FEE APP.	3.20	688.00
TOTAL TASK CODE	B160	Fee/Employment Applications	6.20	1333.00
TASK CODE	B260	Board of Directors Matters		
02/01/13	DAP	REVIEW MATERIALS CONCERNING RMBS SETTLEMENT IN PREPARATION FOR MEETING WITH PAM WEST (1.0); CONFERENCE CALL WITH PAM WEST, DARRYL RAINS, TONY PRINCI AND LASHANN DEARCY (1.0); ATTEND TO ISSUES CONCERNING POTENTIAL APPOINTMENT OF CHIEF RESTRUCTURING OFFICER (.9); O/C WITH JTM AND RKD RE WILMINGTON'S ISSUES (6).	3.50	2,012.50
02/01/13	JPR	COORDINATE RESCAP PRODUCTION WITH D4.	0.70	259.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/01/13	JTM	CALL WITH MOFO RE CRO (.6); PREP FOR AND ATTEND BOARD MEETING (2.2); POST CALL WITH INDIES (1.7); OCS RKD RE MEMO TO INDIES RE CRO RETENTION, REVIEW, REVISE SAME (1.7); OCS MOFO, G. LEE AND JTAN RE SAME (.7); CALL WITH INDIES RE CRO RETENTION (1); REVIEW COMMUNICATION FROM WILMINGTON TO BOARD AND PREP RESPONSE (1.0); OC DAP AND RKD RE SAME (.6); EMAILS PROPOSED CRO CANDIDATES (.3).	9.80	6,713.00
02/01/13	MW	REVIEW COPIES OF SUBMISSIONS TO EXAMINER (.4); UPDATE JTM'S BINDER ACCORDINGLY (.6).	1.00	215.00
02/01/13	MW	REVIEW DOCUMENTS FOR KRAMER LEVIN PRESENTATION TO THE DEBTORS.	2.80	602.00
02/01/13	MW	CONTACT M. LUSKIN AND J. LEVITT RE MEETING WITH JTM.	0.20	43.00
02/01/13	MC	PREPARATION FOR AND PARTICIPATION IN BOARD CALL (2.2); CONFERENCE CALL WITH MOFO RE CRO (.6); PARTICIPATION IN MEETING OF INDEPENDENT DIRECTORS (1.3).	4.10	2,337.00
02/01/13	NS	REVISIONS TO PRIVILEGE LOG FOR EXAMINER'S SUBPOENA.	5.10	2,422.50
02/01/13	RKD	FINAL REVIEW OF REVISED PRIVILEGE LOG IN RESPONSE TO ISSUES RAISED BY WILMINGTON (1.7); O/C WITH JTM AND DAP RE SAME (.6); DRAFT EMAIL TO M. LIGHTNER FOLLOWING MEET AND CONFER (1.2); EMAILS WITH D. PIEDRA REGARDING SAME (.3); DRAFT BULLET POINT MEMORANDUM TO DIRECTORS REGARDING CRO RESPONSIBILITIES AND ISSUES (2.1); EMAILS WITH J. MOLDOVAN REGARDING SAME (.2); EMAILS WITH J. REID AND J. MEISTER REGARDING PRODUCTION ISSUES (.7).	5.80	3,045.00
02/02/13	JTM	REVIEW AND RESPOND BY PHONE OR EMAIL TO EMAILS FROM DIRECTORS AND POTENTIAL CRO CANDIDATES RE CRO PROCESS.	2.20	1,507.00
02/03/13	DL	EMAIL EXCHANGES JTM ET AL RE: CRO SELECTION AND REVIEW PRIOR DECISION OF BKTCY JUDGE.	0.80	468.00
02/03/13	JTM	CALLS AND EMAILS THROUGHOUT DAY WITH POTENTIAL CRO CANDIDATES, MOFO, MOCO ABOUT MATTER AND SCHEDULING (4.1); REVIEW OF GOVERNANCE AND APPOINTMENT ISSUES IN CONNECTION WITH CRO (2.6).	6.70	4,589.50

MorrisonCohen_{LLP}

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/04/13	DL	CONF. JTM, RKD, DAP, MC RE: GOVERNANCE ISSUE RE: APPOINTMENT OF CHIEF RESTRUCTURING OFFICER (1.0); REVIEW TRANSCRIPT OF HEARING RE: EARLIER CASE INVOLVING GOVERNANCE ISSUES (1.4).	2.40	1,404.00
02/04/13	DAP	TELEPHONE CALL WITH MOFO, RE: STATUS AND SHORT-TERM STRATEGY (.7); MEETING INTERNALLY WITH MOLDOVAN, DAKIS, CONNOLLY AND LERNER REGARDING CRO SELECTION PROCESS, GOVERNANCE ISSUES AND STRATEGY (1.0); MEETING / INTERVIEWS WITH TWO CRO CANDIDATES (4.5); PREPARE REBUTTAL TO UCC REPORT REGARDING FIDUCIARY DUTY ISSUES (.7); O/C WITH JTM AND RKD RE: SAME (.8).	7.70	4,427.50
02/04/13	JPR	COORDINATE RESCAP PRODUCTION.	0.30	111.00
02/04/13	JTM	UPDATE AND COORDINATION CALL RE CASE STATUS WITH MOFO (.7); MEETING WITH DAP, RKD, MC, AND DL RE CRO SELECTION GOVERNANCE PROCESS (1.0); MEETING WITH 2 CRO CANDIDATES (5.2); CALL WITH CRO CANDIDATE (1.7); OC RKD AND DAP RE REBUTTAL TO UCC PRESENTATION (.8).	9.40	6,439.00
02/04/13	MW	PREPARE SETS OF DOCUMENTS FOR CONSIDERATION BY INDEPENDENT DIRECTORS.	1.60	344.00
02/04/13	MW	CONTINUE ORGANIZING BACK UP DOCUMENTS FOR KRAMER LEVIN PRESENTATION TO THE DEBTORS.	1.60	344.00
02/04/13	MC	REVIEW CRO CANDIDATE BIOGRAPHIES (.8); REVIEW CASE LAW (2.1); PREPARATION FOR AND PARTICIPATION IN CRO PRE-INTERVIEWS (4.2); PARTICIPATION IN CORPORATE GOVERNANCE MEETING (1.0).	8.10	4,617.00
02/04/13	RKD	ATTEND MEETING WITH L. KRUGER REGARDING INTERVIEW PROCESS AND CASE STATUS (1.3); MEET WITH J. MOLDOVAN, ET AL., REGARDING CRO RETENTION ISSUES (1.0); FINAL REVIEW OF DOCUMENTS FOR PRODUCTION TO WILMINGTON (1.9); EMAIL WITH M. LIGHTNER, ET AL., REGARDING SAME (.5).	4.70	2,467.50
02/05/13	DAP	CONF WITH JTM RE: CRO PROCESS (.5); MEETING WITH MARK BELLINSON CRO CANDIDATE DISCUSSION G. LEE AND J. MOLDOVAN RE: SAME (2.0); MEETING WITH ZOLFO COOPER CRO CANDIDATE AND CONF G. LEE AND JTM RE: SAME (2.0); MOFO ALL HANDS MEETING REGARDING CLAIMS REVIEW (2.0); MEETING G. LEE, J. MOLDOVAN REGARDING CRO APPOINTMENT AS OFFICER OR BY MOTION (.5); REVIEW DOCUMENTS FOR PRODUCTION TO WTC (1.0).	8.00	4,600.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/05/13	JTM	MEETING WITH CRO CANDIDATES (1.6) WITH G. LEE, TANNENBAUM, CONNOLLY, PIEDRA; MEETING WITH RESCAP TEAM RE CLAIMS AND LITIGATION MATTERS (2.0); OCS GLEE RE SAME (.4); MTG WITH D. PIEDRA AND J. TANNENBAUM AND G. LEE RE WINDOW DOWN MATTERS (.5); OC DAP RE RESPONSE TO WILMINGTON TRUST (.5); CONTINUED REVIEW BACKUP TO UCC CLAIM ANALYSIS IN PREP FOR MEETING WITH ECKSTEIN (3.8).	10.70	7,329.50
02/05/13	MW	FINALIZE BINDERS WITH KRAMER LEVIN PRESENTATION.	2.80	602.00
02/05/13	MC	PREPARATION FOR AND PARTICIPATION IN PRE-INTERVIEWS OF CRO CANDIDATES (4.8); PARTICIPATE IN CLAIMS MEETING (1.4); PREPARATION FOR INDEPENDENT DIRECTOR INTERVIEWS OF CRO CANDIDATES (1.4).	7.60	4,332.00
02/05/13	RKD	EMAILS WITH J. WISHNEW REGARDING CRO RETENTION PROCESS (.3); TELEPHONE CONFERENCE WITH J. WISHNEW AND N. MOSS REGARDING SAME (.9); TELEPHONE CONFERENCE WITH KIRKLAND REGARDING DOCUMENTS SUPPORTING RESPONSE TO COMMITTEE PRESENTATION (.3); REVIEW RESPONSE TO COMMITTEE PRESENTATION AND DOCUMENTS SUPPORTING SAME (5.5).	5.80	3,045.00
02/06/13	DAP	MEETING OF THE RESCAP BOARD OF DIRECTORS CONCERNING CRO SELECTION PROCESS (1.0); MEET WITH THREE CRO CANDIDATES AND DISCUSSIONS WITH THE BOARD CONCERNING SAME (6.5); DISCUSSION WITH INDEPENDENT DIRECTORS CONCERNING CRO SELECTION PROCESS AND CANDIDATES (1.0); DISCUSSION GARY LEE AND JOE MOLDOVAN REGARDING MEDIATION / JUDGE PECK (.6).	9.10	5,232.50
02/06/13	JTM	MEETING WITH BOARD RE CRO INTERVIEWS (1.0); MEETING WITH CRO CANDIDATE (2); MEETING WITH CRO CANDIDATES (2); CALL WITH G. LEE AND JUDGE PECK (.4); MEETING WITH RKD AND G. LEE ET. AL. RE: CRO AND MEDIATION (1); COMPENSATION COMMITTEE MEETING (.5); DISCUSSIONS WITH INDIVIDUAL BOARD MEMBERS RE MEDIATION AND CRO (.8).	10.20	6,987.00
02/06/13	MW	REVIEW DOCUMENTS RELATED TO RMBS SETTLEMENTS (1:00); ORGANIZE SAME (2.6).	3.60	774.00
02/06/13	MC	PARTICIPATION IN INTERVIEWS OF CRO CANDIDATES (6.5); PARTICIPATION IN MEETINGS WITH INDEPENDENT DIRECTORS AND COUNSEL (2.5).	8.60	4,902.00

MorrisonCohen_{LLP}

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/06/13	RKD	REVISE LIST OF TOPICS FOR DISCUSSION WITH CRO CANDIDATES (.8); EMAILS WITH J. MOLDOVAN REGARDING SAME (.3); ATTEND BOARD MEETING REGARDING CRO SEARCH PROCESS (.8); ATTEND INTERVIEWS WITH THREE CRO CANDIDATES (6.5); MEETINGS WITH J. MOLDOVAN, G. LEE, ET AL., REGARDING MEDIATION ISSUES AND CRO SEARCH PROCESS (.6).	9.00	4,725.00
02/07/13	DAP	MEETING WITH BOARD OF DIRECTORS PRIOR TO FINAL CRO INTERVIEW (1.0); INTERVIEW CRO CANDIDATE WITH BOARD OF DIRECTORS (1.5); POST-INTERVIEW DISCUSSIONS WITH INDEPENDENT DIRECTORS REGARDING CRO (1.0); BOARD MEETING RE: CRO SELECTION (1.0); PREPARE FOR CRO PREPARATION SESSIONS (1.5).	6.00	3,450.00
02/07/13	JTM	CRO PRE-MEETING WITH BOARD (1.7); CRO CANDIDATE INTERVIEW WITH BOARD (1.5); POST INTERVIEW MEETINGS WITH BOARD (2.1); BOARD MEETING RE CRO RETENTION (1); CALLS WITH GLEE TO KRUGER, CRO (.6); OC RKD RE RMBS LITIGATION ISSUES (.2); REVIEW RMBS BRIEFS IN PREP FOR CRO DOWNLOAD (2.6); REVIEW ALLY PRESENTATION (1.8).	11.40	7,809.00
02/07/13	MC	PARTICIPATION IN INTERVIEWS OF CRO CANDIDATES (1.2); PARTICIPATION IN BOARD MEETING (1.3); PARTICIPATION IN MEETINGS WITH INDEPENDENT DIRECTORS AND COMPANY COUNSEL (3.4).	5.90	3,363.00
02/07/13	NS	REVIEW 73 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA PRODUCTION, DRAFT PRIVILEGE LOG ENTRIES AS NEEDED.	2.70	1,282.50
02/07/13	RKD	MEETING WITH J. ILANY, J. MACK, T. SMITH, J. MOLDOVAN, G. LEE, ET AL., REGARDING CRO SEARCH AND CANDIDATES (.9); MEETING WITH CRO CANDIDATE (1.5); BOARD MEETING REGARDING CRO SEARCH (1.0); O/C WITH J. MOLDOVAN REGARDING INFORMATION FOR CRO (.2); EMAILS WITH L. KRUGER WITH CASE INFORMATION (.3).	4.50	2,362.50
02/08/13	DL	O/C WITH JTM, MC RE: APPOINTMENT OF ADDITIONAL BOARD MEMBERS.	0.60	351.00

MorrisonCohen_{LLP}

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/08/13	DAP	MEETING OF BOARD OF DIRECTORS OF RESCAP (1.1); REVIEW TWO LARGE BINDERS CONTAINING UCC PRESENTATION AND ALL BACK-UP MATERIALS TO PREPARE FOR MEETING WITH UCC REGARDING MEDIATION / SETTLEMENT (3.4); DRAFT LETTER IN RESPONSE TO LETTER FROM WILMINGTON TRUST (.4); EMAIL CORRESPONDENCE WITH GARY LEE AND TAMMY HAMZEPHOUR REGARDING LETTER TO WILMINGTON TRUST (.2); REVIEW PROPOSED DRAFT CRO RETENTION LETTER (.4); EMAIL CORRESPONDENCE WITH MERYL ROTHCHILD REGARDING COMMENTS TO CRO RETENTION LETTER (.4); REVIEW DRAFT CRO MOTION (.4).	6.30	3,622.50
02/08/13	JTM	REVIEW AND COMMENT ON CRO RETENTION DOCS, WEST DECLARATION (1.4); NUMEROUS EMAILS AND CALLS AND DISCUSSIONS THROUGHOUT DAY WITH DAP, RKD RE CRO ISSUES AND DISCOVERY (2.3); OCS RKD RE RMBS LITIGATION (.4); CONTINUED REVIEW OF MATERIALS FOR THE RMBS TRIAL (2.8); REVIEW JSB AND SUN'S RESPONSES TO THE EXAMINER (3.8).	10.70	7,329.50
02/08/13	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETING (1.1); REVIEW CORPORATE ORGANIZATION DOCUMENTS (1.5); OFFICE CONFERENCES AND TELEPHONE CALLS RE: APPOINTMENT OF ADDITIONAL INDEPENDENT DIRECTORS (1.5); REVIEW, INCLUDING CASE UPDATE (.3).	4.40	2,508.00
02/08/13	NS	REVIEW 120 DOCUMENTS IN ELECTRONIC DATABASE AND DRAFT PRIVILEGE LOG ENTRIES AS NEEDED, FOR EXAMINER SUBPOENA PRODUCTION.	4.30	2,042.50
02/08/13	RKD	PARTICIPATE IN BOARD CALL (1.0); FOLLOW UP CALLS WITH J. MOLDOVAN, D. PIEDRA, AND M. CONNOLLY (.4); REVISE FORM OF RETENTION APPLICATION (.9); EMAILS WITH J. MOLDOVAN REGARDING SAME (.2); TELEPHONE CONFERENCE WITH N. MOSS REGARDING SAME (.2); EMAILS WITH N. MOSS REGARDING SAME (.3); BEGIN REVIEW OF RMBS OBJECTIONS (1.6).	4.60	2,415.00
02/09/13	JTM	REVIEW MATERIAL FOR CRO AND REVIEW OF DRAFT RETENTION MATERIALS (2.8); CONTINUED REVIEW ALLY EXAMINER SUBMISSION (2.4); COMMUNICATIONS WITH INDEPENDENT DIRECTORS RE CRO RETENTION (.6).	5.80	3,973.00
02/09/13	RKD	REVISE KRUGER ENGAGEMENT LETTER (1.1); EMAILS WITH J. MOLDOVAN REGARDING SAME (.3); EMAILS WITH J. ILANY, P. WEST, T. SMITH, AND J. MACK REGARDING SAME (.3); REVISE FORM OF RETENTION APPLICATION (.4).	2.10	1,102.50

MorrisonCohen_{LLP}

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/10/13	DAP	EMAIL CORRESPONDENCE RE: CRO RETENTION LETTER (.3); REVIEW CRO RETENTION MOTION (.5); RMBS TRIAL PREPARATION (.3).	1.10	632.50
02/10/13	JTM	REVIEW RMBS SUBMISSIONS IN CONNECTION WITH TRIAL (4.4); REVIEW DRAFTS OF CRO MOTION, DECLARATIONS, RETENTION LETTER (2.2); EMAILS ALL PARTIES RE SAME (.6); ANALYSIS OF CRO RETENTION ISSUES (2.2).	9.40	6,439.00
02/10/13	RKD	REVISE FORM OF KRUGER RETENTION APPLICATION (.6); EMAILS WITH T. HAMZEHPOUR REGARDING ENGAGEMENT LETTER (.2).	0.80	420.00
02/11/13	DAP	MEETING AT MOFO WITH MOFO TEAM, MOCO TEAM AND LEW KRUGER REGARDING CASE STRATEGY AND STATUS, INTERCREDITOR ISSUES, BOARD ISSUES, ETC. (4.0); EMAIL WITH INDEPENDENT DIRECTOR PAM WEST CONCERNING RMBS TRIAL (.2); EMAILS WITH JAMIE LEVITT AND LASHANN DEARCY REGARDING RMBS TRIAL DEPOSITION AND PREPARATION ISSUES (.2).	4.40	2,530.00
02/11/13	JTM	MEETING WITH GLEE, JTAN, LEW KRUGER, DAP, RKD RE KRUGER DOWNLOAD, BOARD ISSUES, GOVERNANCE, CASE DYNAMICS (4.0); TCS CRO CANDIDATES RE STATUS (.2); REVIEW WEST CRO DECLARATION AND RELATED MATERIALS (1.3); OCS DAP AND RKD RE SAME (.4); REVIEW FINAL EXAMINER SUBMISSIONS BY SUNS, STEERING COMMITTEE, DEBTOR (3.3).	9.40	6,439.00
02/11/13	MW	COMPLETE SUMMARIZING AND ORGANIZING DOCUMENTS RELATED TO APPROVAL OF RMBS SETTLEMENTS.	2.60	559.00
02/11/13	MC	REVIEW MOFO MOTION (2.3); O/C'S; T/C'S; CORRESPONDENCE (.8).	3.10	1,767.00
02/11/13	NS	REVIEW 182 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER SUBPOENA PRODUCTION AND DRAFT PRIVILEGE LOG ENTRIES AS NEEDED (7.2); CONFERENCE WITH ROBERT DAKIS RE: ADDITIONAL RESPONSIBILITIES TO BE ASSUMED IN CASE (0.2); REVIEW 3RD SUPPLEMENT TO EXAMINER'S WORK PLAN (0.1); TELEPHONE AND E-MAIL COMMUNICATIONS WITH DEBTORS' COUNSEL RE: ACCESS TO RMBS AND EXAMINER DATABASES (0.2).	7.70	3,657.50

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02/11/13	RKD	REVIEW REVISED FORM OF P. WEST DECLARATION IN SUPPORT OF L. KRUGER RETENTION (.3); EMAILS WITH P. WEST REGARDING SAME (.4); TELEPHONE CONFERENCE WITH P. WEST REGARDING SAME (.2); EMAILS WITH N. MOSS REGARDING SAME (.1); MEETING WITH J. MOLDOVAN, D. PIEDRA, L. KRUGER, G. LEE, ET AL., REGARDING CASE STATUS AND MAJOR CONSTITUENCIES (4.0); REVIEW FINAL FORM OF KRUGER RETENTION APPLICATION (.8); REVIEW DRAFT RMBS PLEADING AND CASES CITED THEREIN (.6).	6.40	3,360.00
02/12/13	DL	O/C WITH JTM, DAP, JL, RKD RE: APPOINTMENT OF CRO AND BOARD DUTIES.	0.60	351.00
02/12/13	DAP	MEETING AT MOFO WITH LEW KRUGER, MOFO TEAM, MOCO TEAM, CENTERVIEW AND FTI (3.0); MOCO TEAM MEETING (JTM, RKD, DAP, DL, JL AND MC) REGARDING CRO RETENTION AND BOARD OF DIRECTORS GOVERNANCE ISSUES (.6); RMBS TRIAL PREPARATION FOR PAM WEST (.5); UPDATE CALL WITH INDEPENDENT DIRECTORS (.6); EMAIL CORRESP G. LEE & JTM REGARDING CREDITOR REQUEST TO TERMINATE AFI PLAN SUPPORT AGMT (.3).	5.00	2,875.00
02/12/13	JL	INTERNAL MEETING RE GOVERNANCE ISSUES (.6); FOLLOW UP UP REVIEW OF OPERATING AGREEMENT AND LLC AGREEMENT (.5).	1.10	665.50
02/12/13	JTM	CONTINUED MEETINGS WITH MOFO TEAM AND KRUGER RE CASE INTO (3.4); CALL WITH ECKSTEIN, JT, AND KRUGER (.4); UPDATE CALL WITH INDIES (.9); MEETING WITH MOCO TEAM RE CRO DUTIES, PROCESS, AND BOARD ISSUES (.6); ANALYSIS OF SAME (2.5); OCS RKD RE SAME (.5).	9.30	6,370.50
02/12/13	MC	REVIEW AND APPROVE OF RELEASE FORM (.3); CONFERENCE CALLS W/ INDEPENDENT DIRECTORS (1.7); REVIEW MOFO MOTION (1.8); MEETING W/ JTM, DAP, JL, DL AND RKD (.6).	4.40	2,508.00
02/12/13	NS	REVIEW 117 DOCUMENTS ON DATABASE FOR EXAMINER SUBPOENA PRODUCTION AND DRAFT PRIVILEGE LOG ENTRIES AS NEEDED (6.0); CONFERENCE WITH ROBERT DAKIS RE: EMERGING ISSUE IS CASE TO RESEARCH IN CONNECTION WITH EXAMINER (0.3).	6.30	2,992.50

MorrisonCohen_{LLP}

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FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/12/13	RKD	ATTEND MEETING WITH L. KRUGER, J. MOLDOVAN, G. LEE, J. TANNENBAUM, ET AL. REGARDING CASE STATUS AND INTERCREDITOR ISSUES (1.2); MEETING WITH J. MOLDOVAN, L. KRUGER AND J. TANNENBAUM REGARDING RMBS SETTLEMENT AND PLAN DYNAMICS (2.3); MEETING WITH J. LEVY, D. LERNER, M. CONNOLLY, AND J. MOLDOVAN REGARDING DELEGATION OF DIRECTOR RESPONSIBILITIES TO OFFICERS OF LLC AND CASE STATUS (.6); LEGAL RESEARCH REGARDING EQUITABLE SUBORDINATION (2.1); MEETING WITH N. SIEGEL REGARDING SAME (.3); O/C WITH JTM RE GOVERNANCE ISSUES (.5).	7.00	3,675.00
02/13/13	DAP	EMAIL JTM, G. LEE, T. HAMZEHPUR REGARDING ISSUE OF WILMINGTON'S REQUEST FOR TERMINATION OF AFI PLAN SUPPORT REQUEST (.8); REVISE DRAFT LETTER CONCERNING SAME (.4); REVIEW AND INCORPORATE COMMENTS TO DRAFT LETTER (.3); EMAIL TO LEW KRUGER (.3); CONFS JTM REGARDING SAME (.3).	2.10	1,207.50
02/13/13	JTM	CALL WITH LK AND MOFO, GL, TP RE MEETING WITH ECKSTEIN (.6); CALL WITH ILANY RE SAME (.6); REVIEW REVISE PROPOSED RESPONSE TO SUNS (.4); CONTINUED REVIEW OF SUNS, JSB, AND DEBTOR'S SUBMISSIONS TO THE EXAMINER (2.5); T/C WITH RKD RE: CRO MEETINGS WITH THE BOARD (.6).	4.70	3,219.50
02/13/13	MW	DOWNLOAD TO VENDOR'S WEBSITE VOLUMINOUS DOCUMENTS RELATED TO RMBS SETTLEMENTS (.6); MAKE ARRANGEMENTS TO PRINT SAME (.2).	0.80	172.00
02/13/13	MC	REVIEW DOCUMENTS; CORRESPONDENCE RE: INDEPENDENT DIRECTORS; COMPENSATION ISSUES; CRO.	1.60	912.00
02/13/13	NS	REVIEW 124 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER SUBPOENA PRODUCTION AND DRAFT MULTIPLE PRIVILEGE LOG ENTRIES, AS NEEDED.	5.40	2,565.00
02/13/13	RKD	LEGAL RESEARCH REGARDING DIRECTOR FIDUCIARY DUTIES IN LLC (4.1); TELEPHONE CONFERENCES WITH JTM REGARDING CRO MEETINGS WITH KEY CONSTITUENCIES (.6); EMAIL WITH P. WEST REGARDING SAME (.1); REVIEW LLC AGREEMENT AND OPERATING AGREEMENT IN CONNECTION WITH DELEGATION OF DUTIES (.7); LEGAL RESEARCH REGARDING DELEGATION OF DUTIES FROM LLC BOARD TO OFFICERS (2.7).	8.20	4,305.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/14/13	DAP	EMAIL CORRESPONDENCE LASHANN REGARDING RMBS (.2); REVIEW RMBS PAPERS IN PREP FOR PAM WEST POTENTIAL DEPOSITION AND TESTIMONY (.5); REVIEW JSB'S OBJECTION TO RMBS 9019 MOTION REGARDING ALLEGATION OF PURPORTED BOARD BREACH OF DUTY (.6); REVIEW CASE LAW REGARDING SAME (1.2); MEETING WITH JTM, RKD, DL AND MC CONCERNING CREDITOR POTENTIAL OBJECTIONS TO CRO MOTION (.6); CONFERENCE CALL WITH INDEPENDENTS POST-BOARD MEETING CONFERENCE CALL (.7).	3.80	2,185.00
02/14/13	JTM	MTG WITH J. LEVITT (MOFO), RKD, M. LUSKIN, ET. AL. RE EXAMINER EXAMINATIONS OF ADDITIONAL WITNESS AND FINANCIAL ADVISORS (2.1); BOARD CALL (2.0); INDIES POST CALL RE BOARD CALL (.3); TEAM DISCUSSION RE BOARD COMPOSITION AND MODIFICATION (.6); REVIEW JSN OBJECTION RE RMBS SETTLEMENT AND ANALYSIS OF SAME (3.7); REVIEW PRECLUSION MOTION (1.0); O/C WITH RKD, DAP AND MC RE: CRO MOTION (.6).	10.20	6,987.00
02/14/13	MC	PREPARATION FOR AND PARTICIPATION IN TELEPHONIC MEETINGS OF BOARD AND COMPENSATION COMMITTEE (2.3); PARTICIPATION IN TELEPHONIC MEETING WITH INDEPENDENT DIRECTORS (.8); REVIEW DOCUMENTS (1.6).	4.70	2,679.00
02/14/13	NS	REVIEW 222 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA PRODUCTION AND DRAFT PRIVILEGE LOG ENTRIES AS NEEDED.	6.80	3,230.00
02/14/13	RKD	MEETING WITH M. LUSKIN, S. HOURANG, J. LEVITT, AND J. MOLDOVAN REGARDING GOLDIN EXAMINER INTERVIEW (2.1); MEETING WITH J. LEVITT AND J. MOLDOVAN REGARDING CASE STATUS (.3); REVIEW JSB BRIEF REGARDING FIDUCIARY DUTIES (.4); LEGAL RESEARCH REGARDING SAME (1.1); O/C WITH JTM, DAP, MC RE: CRO MOTION (.6).	4.50	2,362.50
02/15/13	DAP	REVIEW AND ANALYZE PROPOSED RESPONSE TO JSB OBJECTIONS TO RMBS 9019 (2.1); TELEPHONE CALLS WITH LASHANN DARCY REGARDING SAME (1.0); CONFS RKD AND JTM REGARDING KRUGER DISCLOSURE ISSUES AND JSB OBJECTION REGARDING BOARD ALLEGED BREACH OF DUTY (.6).	3.70	2,127.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/15/13	JTM	CALL WITH J ILANY RE PLAN SUPPORT AGREEMENT (.5); REVIEW AND ANALYZE SAME (1.1); DISCUSSIONS WITH RKD AND DAP THROUGHOUT DAY RE WILMINGTON AND OTHER CREDITORS ISSUES RE CRO RETENTION (1.4); EMAILS TCS G. LEE RE SAME (.3); REVIEW JOINDER ON MOTION TO PRECLUDE AND ANALYZE ISSUES RE SAME (.8); REVIEW ISSUES RAISED WITH RESPECT TO PARENT SUB FIDUCIARY ISSUES OF BOARD (2.5); T/C WITH DAP AND RKD RE: CRO ISSUES (.7).	7.30	5,000.50
02/15/13	NS	REVIEW 150 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA PRODUCTION AND DRAFT PRIVILEGE LOG ENTRIES AS NEEDED.	6.50	3,087.50
02/15/13	RKD	REVIEW DOCUMENTS APPENDED TO COMMITTEE PRESENTATION ON CLAIMS IN CONNECTION WITH ANALYSIS OF SAME (3.9); REVIEW LEGAL RESEARCH REGARDING SUBORDINATION ISSUES (.6); T/C WITH DAP AND JTM RE: CRO ISSUES (.7).	5.20	2,730.00
02/16/13	JTM	DISCUSSION W G. LEE RE TERMINATION OF PSA.	0.30	205.50
02/19/13	DAP	TELEPHONE CALL WITH DARRYL RAINS REGARDING 9019 MOTION DISCOVERY (.7); RESCAP BOARD MEETING CALL (1.1).	1.80	1,035.00
02/19/13	JTM	BOARD CALL (1.3); EMAILS G. LEE RE CRO DISCOVERY (.2); OCS RKD AND DAP RE SAME (.6) CALLS WITH INDIVIDUAL BOARD MEMBERS RE SAME (.8); REVIEW MBIA OBJECTION TO CLAIMS CLASSIFICATION MOTION AND RELATED JOINDERS (1.7).	4.60	3,151.00
02/19/13	MC	REVIEW COMMITTEE'S DOCUMENT REQUEST FOR CRO MOTION.	0.60	342.00
02/19/13	NS	REVIEW 22 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA PRODUCTION AND DRAFT PRIVILEGE LOG ENTRIES AS NEEDED.	1.20	570.00
02/19/13	RKD	REVIEW 195 MACK DOCUMENTS FOR RESPONSE TO EXAMINER SUBPOENA (3.9).	3.90	2,047.50
02/20/13	JTM	OCS RKD RE REQUEST FROM EXAMINER (.9); EMAILS AND TC JLEVITT RE SAME (.7).	1.60	1,096.00
02/20/13	MW	COMPILE COMPLETE SET OF RMBS VOLUMINOUS DOCUMENTS.	3.60	774.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
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FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/20/13	MC	REVIEW FILES RE: TAX ALLOCATION (1.6); OFFICE CONFERENCES (.0); REVIEW DOCUMENTS RE: DIRECTOR COMPENSATION (1.4); O/C WITH JTM RE REQUEST FROM EXAMINER (.9).	4.70	2,679.00
02/20/13	NS	REVIEW 108 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA PRODUCTION (4.9); REVIEW 82 DOCUMENTS RE EXAMINER'S INQUIRIES (3.5).	8.40	3,990.00
02/20/13	RKD	REVIEW COMMITTEE DOCUMENT REQUESTS FOR CRO MOTION (.6); BEGIN COLLECTING RESPONSIVE DOCUMENTS (1.1); DRAFT RESPONSE TO COMMITTEE LETTER (.4); EMAILS WITH N. MOSS AND S. ENGLEHARDT REGARDING SAME (.2); TELEPHONE CONFERENCE WITH S. ENGLEHARDT AND N. MOSS REGARDING SAME (.2); REVIEW EMAILS FROM EXAMINER REGARDING 2009 TAX ALLOCATION AGREEMENT (.2); OFFICE CONFERENCE WITH N. SIEGEL REGARDING SAME (.3); REVIEW DOCUMENTS ATTACHED TO EMAIL REGARDING TAX ALLOCATION AGREEMENT (1.4).	4.60	2,415.00
02/21/13	IG	REVIEW 2009 TAX ALLOCATION AGREEMENT (.4); CALL JTM, MC RE: SAME (.9).	1.30	903.50
02/21/13	JPR	DATABASE QUERIES FOR N. SIEGEL.	1.10	407.00
02/21/13	JTM	MEETING WITH MC, RKD, GROSSMAN RE 2009 TAX ALLOCATION (.9); REVIEW MATERIALS IN CONNECTION WITH DIRECTOR COMPENSATION (2.1); OC CONNOLLY RE SAME (.3); DISCUSSIONS WITH RKD RE DISCOVERY OF WEST AND HER MATERIAL (.6); REVIEW AD HOC OBJECTION TO EXTENSION OF EXCLUSIVITY (.7).	4.60	3,151.00
02/21/13	MC	OFFICE CONFERENCE RE: TAX ALLOCATION AGREEMENT (.9); REVIEW COMPENSATION ISSUES (1.6); CORRESPONDENCE RE: SAME (.4).	2.90	1,653.00
02/21/13	NS	REVIEW 407 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA (5.6); CONFERENCE WITH JASON REID RE: SEARCH FOR DOCUMENTS RE: EXAMINER'S INQUIRY (.5); REVIEW 38 DOCUMENTS RE: SAME (1.0); PARTICIPATE IN MEETING W/ JTM, RKD, ET. AL. RE: EXAMINER'S TAX ALLOCATION AGREEMENT INQUIRY AND RELATED ISSUES (.5); T/C WITH JTM, ET. AL. RE SAME (.6).	8.00	3,800.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/21/13	RKD	REVIEW EMAILS REGARDING 2009 TAX ALLOCATION AGREEMENT (.6); REVIEW TAX ALLOCATION AGREEMENT (.9); OFFICE CONFERENCE WITH J. MOLDOVAN, M. CONNOLLY, I. GROSSMAN, AND N. SIEGEL REGARDING SAME (.5); TELEPHONE CONFERENCE WITH J. MOLDOVAN, M. CONNOLLY, I. GROSSMAN, N. SIEGEL, A. LAWRENCE AND J. LEVITT REGARDING TAX ALLOCATION AGREEMENT AND P. WEST DOCUMENT PRODUCTION (.5); REVIEW 56 P WEST DOCUMENTS FOR RESPONSIVENESS TO SUBPOENAS IN RMBS LITIGATION (2.9).	5.40	2,835.00
02/22/13	JTM	REVIEW KEIP KERP MATTERS AND MATERIALS RE SAME (2.1); COMMS BOARD MEMBERS RE SAME (.4); CATCH UP CALL WITH G. LEE RE OPEN MATTERS, CRO, DIRECTORS (.4); REVIEW AND ANALYZE REVISED AGREEMENT WITH UCC RE CRO AUTHORITY (.8).	3.70	2,534.50
02/22/13	MC	REVIEW UCC ESTATE UPDATE REPORT AND WEEKLY REPORT (2.7); CORRESPONDENCE AND T/C'S W/ INDEPENDENT DIRECTORS (.7).	3.40	1,938.00
02/22/13	NS	REVIEW 514 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA.	8.20	3,895.00
02/22/13	RKD	EMAILS WITH A. LAWRENCE REGARDING P WEST DOCUMENT COLLECTION (.2); EMAILS WITH D. PIEDRA REGARDING SAME (.3).	0.50	262.50
02/24/13	DAP	EMAIL CORRESPONDENCE PAM WEST RE: RMBS 9019.	0.20	115.00
02/24/13	NS	REVIEW 290 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA (4.1); EMAILS WITH RKD REGARDING J. MACK DOCUMENT REVIEW (.4).	4.50	2,137.50
02/24/13	RKD	EMAILS WITH N. SIEGEL REGARDING J. MACK DOCUMENT REVIEW (.4).	0.40	210.00
02/25/13	DAP	TELEPHONE CALL PAM WEST RE: 9019 ISSUES (.3); TELEPHONE CALL DARRYL RAINS CONCERNING RMBS 9019 ISSUES (.3); REC/REV DRAFT MOTION TO CLASSIFY FORECLOSURE REVIEW OBLIGATIONS FROM MOFO (.5); EMAIL CORRESPONDENCE REGARDING COMMENTS TO SAME (.2); REVIEW RMBS BRIEFS REGARDING PAM WEST POTENTIAL REBUTTAL TESTIMONY (.6); MEETING WITH MOLDOVAN AND DAKIS REGARDING STATUS AND OPEN ISSUES (.6).	2.30	1,322.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/25/13	JTM	ALL HANDS CALL RE STATUS OF ALL ITEMS (.8); ANALYSIS OF CRO AND ESTATE ISSUES RE UCC REQUEST FOR STN STANDING (2.9); OCS RKD AND DAP RE STATUS AND DISCOVERY MATTERS (.6); REVIEW DRAFT MOTION TO CLASSIFY FORECLOSURE REVIEW OBLIGATION (.9); REVIEW ANALYZE FINAL DRAFTS OF UCC AGREEMENT RE CRO (.7).	5.90	4,041.50
02/25/13	MC	REVIEW COURT FILINGS (2.0); OFFICE CONFERENCES, CORRESPONDENCE, T/C'S, INDEPENDENT DIRECTOR ISSUES (1.6).	3.60	2,052.00
02/25/13	NS	REVIEW 76 DOCUMENTS IN ELECTRONIC DATABASE FOR EXAMINER'S SUBPOENA PRODUCTION (3.9); CONFERENCES WITH JASON REID RE: SEARCHING FOR APPARENT DUPLICATE DOCUMENTS IN DATABASE (0.3); BEGIN RESEARCH ON APPLICATION OF SUBORDINATION ISSUE (3.9).	8.10	3,847.50
02/25/13	RKD	OFFICE CONFERENCE WITH J. MOLDOVAN AND D. PIEDRA REGARDING CASE STATUS AND DOCUMENT ISSUES (.6); REVIEW 215 DOCUMENTS IN J. MACK EXAMINER PRODUCTION (4.2).	5.00	2,625.00
02/26/13	DAP	TELEPHONE CALL WITH PAM WEST REGARDING DISCOVERY ISSUES (.4); MEETING WITH DAKIS AND MOLDOVAN RE: CRO ISSUE, POTENTIAL SETTLEMENT, EXTENSION OF EXCLUSIVITY (.4); EMAIL RE: RMBS REBUTTAL WITNESS ISSUE (.2); REVIEW PROPOSED SETTLEMENT OF CRO MOTION, MOTION TO EXTEND EXCLUSIVITY (.5); EMAIL CORRESPONDENCE RE: COMMENTS TO SAME (.2); EMAIL WITH FTI CONCERNING DATA COLLECTION (.1).	1.80	1,035.00
02/26/13	JPR	DATABASE QUERIES FOR N. SIEGEL AND R. DAKIS.	1.50	555.00
02/26/13	JTM	REVIEW PROPOSED AGREEMENT WITH UCC RE CRO (1.0) OC RKD DAP RE SAME (.4); EMAILS G. LEE RE PROPOSED COMMENTS AND MODIFICATIONS (.4); REVIEW DRAFT UCC RESPONSE RE CRO AND EXCLUSIVITY (.8); WILMINGTON RESPONSE RE EXCLUSIVITY (.6).	3.20	2,192.00
02/26/13	MW	REVIEW AND ORGANIZE DOCUMENTS RELATED TO AIG MOTION FOR AN ORDER CLASSIFYING RMBS FRAUD CLAIMS IN THE SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR PURPOSES OF ANY CHAPTER 11 PLAN.	2.60	559.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE #: 233865

FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/26/13	MW	RETRIEVE AND REVIEW NEW DOCUMENTS RELATED TO RMBS SETTLEMENTS; (1.00); START UPDATING SETS OF DOCUMENTS (1.3).	2.30	494.50
02/26/13	NS	RESEARCH SUBORDINATION ISSUES.	6.90	3,277.50
02/26/13	RKD	OFFICE CONFERENCE WITH J. MOLDOVAN REGARDING COMMITTEE AGREEMENT RE CRO RETENTION AND EXCLUSIVITY (.4); EMAILS WITH J. MOLDOVAN AND D. PIEDRA REGARDING SAME (.2); REVIEW DRAFT AGREEMENT REGARDING SAME (.3); REVIEW MOTION TO EXCLUDE DEBTORS' TESTIMONY REGARDING ADVICE OF COUNSEL AND RELATED PLEADINGS (1.9); REVIEW 102 DOCUMENTS IN J. MACK EXAMINER PRODUCTION (2.2).	5.00	2,625.00
02/27/13	JTM	EMAILS THROUGHOUT DAY WITH JLEVITT RE EXAMINER INQUIRY INTO VARIOUS TRANSACTIONS (1.2); REVIEW MATERIALS- BOARD DECKS, PRESENTATION MATERIALS - IN CONNECTION WITH SAME (2.1); OCS CONNOLLY RE SAME (.4).	3.70	2,534.50
02/27/13	MW	FINALIZE UPDATING RMBS DOCUMENTS.	2.40	516.00
02/27/13	MC	REVIEW AND RESPONSE TO MORRISON FOERSTER REQUEST FOR INFORMATION RELATING TO INDEPENDENT DIRECTORS (1.2); REVIEW PROCESS ISSUES RELATING TO ISSUANCE OF FAIRNESS OPINIONS AND APPROVAL OF AFFILIATE TRANSACTIONS (2.0); O/C WITH JTM RE: EXAMINER INQUIRY (.4).	3.60	2,052.00
02/27/13	NS	CONTINUED RESEARCH RE SUBORDINATION ISSUES.	7.80	3,705.00
02/27/13	RKD	TELEPHONE CONFERENCE WITH J. MOLDOVAN REGARDING EXAMINER QUESTIONS (.4); REVIEW REVIEW PLEADINGS AND EXHIBITS IN RESPONSE TO RMBS ISSUES IN PREPARATION FOR RMBS TRIAL (4.9).	5.30	2,782.50
02/28/13	DAP	TELEPHONE CALL WITH PAM WEST REGARDING DOCUMENT PRODUCTION AND EMAIL ISSUES (.8); EMAIL CORRESPONDENCE WITH FTI RE: DATA COLLECTION FROM PAM WEST (.2); CONFERENCES WITH R. DAKIS RE: 9019 PREPARATION AND DISCOVERY (.4).	1.40	805.00
02/28/13	JPR	COORDINATE IMAGING OF PAM WEST HARD COPY DOCUMENTS.	2.10	777.00
02/28/13	JTM	REVIEW DISCOVERY DOCUMENTS.	2.00	1,370.00
02/28/13	MC	REVIEW MINUTES (1.2); CONFERENCE WITH INDEPENDENT DIRECTORS AND CORRESPONDENCE (.9).	2.10	1,197.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
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FOR PROFESSIONAL SERVICES RENDERED AS OF FEBRUARY 28, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
02/28/13	NS	CONTINUED RESEARCH ON A POTENTIALLY SIGNIFICANT ISSUE.	7.30	3,467.50
02/28/13	RKD	ATTEND STATUS CONFERENCE AND CASE UPDATE TO HEAR ISSUES REGARDING RMBS TRIAL (1); EMAILS WITH D. PIEDRA REGARDING P WEST DOCUMENT PRODUCTION (.6); OFFICE CONFERENCE WITH D. PEIDRA REGARDING SAME (.4); EMAILS WITH R. SAENGER REGARDING DOCUMENT REVIEW PROJECT (.4); REVIEW DOCUMENTS FROM DISCOVERY DATABASE IN CONNECTION WITH RMBS TRIAL ISSUES (4.1); REVIEW PLEADINGS IN RESPONSE TO RMBS ISSUES (3.8).	10.30	5,407.50
TOTAL TASK CODE	B260	Board of Directors Matters	553.00	307906.50
GRAND TOTAL FEES			570.80	311,733.50
TOTAL FEES SERVICES			\$	311,733.50

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
B110	Case Administration		
MW	MARIOLA WIATRAK	11.60	2,494.00
SUBTOTAL	B110 Case Administration	11.60	2,494.00
B160	Fee/Employment Applications		
MW	MARIOLA WIATRAK	6.20	1,333.00
SUBTOTAL	B160 Fee/Employment Applications	6.20	1,333.00
B260	Board of Directors Matters		
DL	DAVID LERNER	4.40	2,574.00
DAP	DAVID PIEDRA	68.20	39,215.00
IG	ISAAC GROSSMAN	1.30	903.50
JL	JACK LEVY	1.10	665.50
JTM	JOSEPH T. MOLDOVAN	156.80	107,408.00
MC	MICHAEL CONNOLLY	73.40	41,838.00
RKD	ROBERT K. DAKIS	109.00	57,225.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
NS	NEIL SIEGEL	105.20	49,970.00
JPR	JASON P. REID	5.70	2,109.00
MW	MARIOLA WIATRAK	27.90	5,998.50
SUBTOTAL	B260 Board of Directors Matters	553.00	307,906.50
TOTAL FEES		570.80	311,733.50

TASK SUMMARY FOR FEES::

TASK	TASK DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	11.60	2,494.00
B160	Fee/Employment Applications	6.20	1,333.00
B260	Board of Directors Matters	553.00	307,906.50
TOTAL FEES		570.80	311,733.50

TIMEKEEPER SUMMARY:

INIT	TIMEKEEPER NAME	HOURL	VALUE
DL	DAVID LERNER	4.40	2,574.00
DAP	DAVID PIEDRA	68.20	39,215.00
IG	ISAAC GROSSMAN	1.30	903.50
JL	JACK LEVY	1.10	665.50
JTM	JOSEPH T. MOLDOVAN	156.80	107,408.00
MC	MICHAEL CONNOLLY	73.40	41,838.00
RKD	ROBERT K. DAKIS	109.00	57,225.00
NS	NEIL SIEGEL	105.20	49,970.00
JPR	JASON P. REID	5.70	2,109.00
MW	MARIOLA WIATRAK	45.70	9,825.50
TOTAL FEES		570.80	311,733.50

DISBURSEMENTS:

VALUE

TASK SUMMARY FOR EXPENSES:

	TELEPHONE/FACSIMILE	1,379.24
E101	SC PHOTOCOPYING	488.32
E101	SC COLOR PHOTOCOPYING	232.75
E101	SC IN HOUSE VOLUME PRINTING	109.41

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 04/25/13
INVOICE # : 233865

E101	SC IN HOUSE VOLUME COLOR PRINTING	58.94
	MAIL	41.34
	MEALS	260.00
	PROFESSIONAL FEES	304.64
	DATABASE SEARCH	757.90

TOTAL DISBURSEMENTS	_____	\$	3,632.54
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TOTAL BALANCE DUE FOR THIS PERIOD	_____	\$	315,366.04
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MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

TAMMY HAMZEHPOUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
03/01/13	MW	REVIEW COURT FILINGS FOR 3/1/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1); REVIEW ATTORNEY'S NOTES RE SCHEDULING ORDER RE 9019 MOTION (.1); CALENDAR SAME (.3).	1.10	236.50
03/04/13	MW	REVIEW COURT FILINGS FOR 3/1/13 THROUGH 3/4/13(.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.60	129.00
03/05/13	MW	REVIEW COURT FILINGS FOR 3/5/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
03/06/13	MW	REVIEW COURT FILINGS FOR 3/6/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/07/13	MW	REVIEW COURT FILINGS FOR 3/7/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/11/13	MW	REVIEW COURT FILINGS FROM 3/7/13 TO 3/11/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
03/12/13	MW	REVIEW COURT FILINGS FOR 3/12/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/13/13	MW	REVIEW COURT FILINGS FOR 3/13/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
03/14/13	MW	RETRIEVE AND REVIEW VOLUMINOUS COURT FILINGS FOR 3/14/13 (.1.2); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	1.30	279.50
03/15/13	MW	REVIEW ADDITIONAL VOLUMINOUS COURT FILINGS FROM 3/14/13 THROUGH 3/15/13 (1.00); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	1.10	236.50
03/18/13	MW	REVIEW COURT FILINGS FROM 3/15/13 TO 3/18/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
03/19/13	MW	REVIEW COURT FILINGS FOR 3/19/13 (.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.60	129.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/20/13	MW	REVIEW COURT FILINGS FOR 3/20/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/21/13	MW	REVIEW COURT FILINGS FOR 3/21/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/25/13	MW	REVIEW COURT FILINGS FOR 3/22/13 THROUGH 3/25/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
03/26/13	MW	REVIEW COURT FILINGS FOR 3/26/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/27/13	MW	REVIEW COURT FILINGS FOR 3/27/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
03/28/13	MW	REVIEW COURT FILINGS FOR 3/28/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
TOTAL TASK CODE	B110	Case Administration	10.80	2322.00
TASK CODE	B160	Fee/Employment Applications		
03/01/13	MW	START REVIEWING BACK UP FOR DISBURSEMENTS INCLUDED IN SECOND INTERIM FEE APP.	1.60	344.00
03/11/13	DAP	REVISE FEE APPLICATION REGARDING SERVICES TO INDEPENDENT DIRECTORS (1.2); CONFERENCES WITH R. DAKIS RE: SAME (.2).	1.40	805.00
03/11/13	MW	DRAFT TABLES FOR INTERIM FEE APP.	0.80	172.00
03/11/13	MW	O/C WITH RKD AND NS RE: 2ND INTERIM FEE APP.	0.30	64.50
03/11/13	NS	CONFERENCE WITH R. DAKIS AND M. WIATRAK RE: QUARTERLY FEE APPLICATION (0.3); REVISE SECOND QUARTERLY FEE APPLICATION, AND REVIEW DRAFT OF ACCOMPANYING CERTIFICATION (3.9).	4.20	1,995.00
03/11/13	RKD	OFFICE CONFERENCE WITH N. SIEGEL AND M. WIATRAK REGARDING FEE APPLICATION (.3); REVISE INITIAL SECTIONS OF DRAFT FEE APPLICATION (2.4); EMAIL WITH D. PIEDRA REGARDING FEE APPLICATION AND NARRATIVE (.2).	2.90	1,522.50
03/12/13	MW	FURTHER REVISIONS TO SECOND FEE APP AND EXHIBITS (.1.6); COMPILE EXHIBITS FOR SAME (.5); O/C WITH RKD RE SAME (.2).	2.30	494.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/12/13	NS	REVIEW QUARTERLY FEE APPLICATION FOR NECESSARY REVISIONS AND ADDITIONS (0.3); REVIEW NEW GENERAL ORDER RE: FEE APPLICATIONS AND DRAFT LIST OF POTENTIAL NECESSARY ADDITIONS AND REVISIONS TO SECOND QUARTERLY FEE APPLICATION (0.8).	1.10	522.50
03/12/13	RKD	REVISE NARRATIVE FOR SECOND INTERIM FEE APPLICATION (3.9); REVIEW CHARTS FOR PRIVILEGED MATERIALS (1.9); OFFICE CONFERENCE WITH M. WIATRAK REGARDING SAME (.2); REVISIONS TO NARRATIVE TO INCORPORATE ADDITIONAL INFORMATION FROM CHARTS (1.1).	7.20	3,780.00
03/13/13	MW	FURTHER REVISIONS TO EXHIBITS TO SECOND FEE APP.	0.80	172.00
03/14/13	JTM	REVIEW FEE APPLICATIONS ON BEHALF OF INDEPENDENT DIRECTORS.	2.60	1,781.00
03/14/13	MW	O/C WITH NS RE: STATUS OF 2ND INTERIM FEE APP.	0.10	21.50
03/14/13	NS	CONFERENCE WITH M. WIATRAK RE: CONFIRMING DEBTOR'S READINESS TO FILE AND SERVE MOCO'S SECOND INTERIM FEE APPLICATION.	0.10	47.50
TOTAL TASK CODE	B160	Fee/Employment Applications	25.40	11722.00
TASK CODE	B260	Board of Directors Matters		
03/01/13	DAP	CONFERENCE JTM REGARDING COURT HEARING REGARDING RMBS 9019 MOTION (.3); TELEPHONE CALL WITH DARRYL RAINS REGARDING PAMELA WEST DISCOVERY ISSUES (.3); SEVERAL TELEPHONE CALLS AND EMAIL CORRESPONDENCE WITH PAMELA WEST CONCERNING RMBS DISCOVERY AND DEPOSITION (1.1); NUMEROUS CONFERENCES R. DAKIS REGARDING PRODUCTION OF PAM WEST DOCUMENTS, PAPER & ELECTRONIC (.6); EMAIL CORRESPONDENCE RE: MEET & CONFER WITH COUNSEL FOR UNSECURED CREDITOR'S COMMITTEE (.3); EMAIL CORRESPONDENCE WITH FTI RE: COLLECTION OF PAMELA WEST ELECTRONIC DOCUMENTS (.4); TELEPHONE CALL WITH JAMIE LEVITT RE: PAM WEST (.2); REVIEW RMBS MOTION MATERIALS (.4); REVIEW EMAIL RE: REVISED RMBS SCHEDULING ORDER (.2).	3.80	2,185.00
03/01/13	IG	FOLLOW-UP M. MANUELIAN.	0.30	208.50
03/01/13	JPR	COORDINATE SCANNING 3 BOXES OF HARD COPY EXHIBITS WITH VENDOR.	1.80	666.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/01/13	JTM	BOARD CALL RE CRO, UCC, LATEST COURT HEARINGS, PROCESS FORWARD (1.2); TELEPHONIC APPEARANCE AT COURT CONFERENCE RE RMBS (1); MEETING OF I DIRECTORS RE BOARD ISSUES (.5); OC RKD AND DAP RE DISCOVERY (.6); CALL WITH LEVITT RE SAME (.3); REVIEW DEBTORS RESPONSES TO CRO AND EXCLUSIVITY OBJECTIONS (.8); REVIEW OF MATERIALS CONCERNING 2009 TAX ALLOCATION AGREEMENT (1.7).	6.10	4,178.50
03/01/13	MC	PREPARATION AND PARTICIPATION IN BOARD CALL (1.8); CONFERENCE CALL WITH INDEPENDENT DIRECTORS AND FOLLOW UP (1.2); REVIEW INCLUDING UPDATE AND RELATED DOCUMENTS (1.4).	4.40	2,508.00
03/01/13	NS	CONTINUED RESEARCH ON SUBORDINATION ISSUES.	0.40	190.00
03/01/13	RS	OFFICE CONF. W/ R. DAKIS RE: DOCUMENT REVIEW PROJECT.	0.40	152.00
03/01/13	RKD	PARTICIPATE IN HEARING REGARDING SCHEDULING ORDER FOR RMBS LITIGATION AND PRODUCTION OF ADDITIONAL DOCUMENTS (1.0); REVIEW AND SORT THREE SHIPPING BOXES OF DOCUMENTS FROM P. WEST (3.3); O/C WITH JTM AND DAP RE DISCOVERY (.6); OFFICE CONFERENCE WITH J. REID REGARDING DOCUMENT PRODUCTION ISSUES (.2); OFFICE CONFERENCE WITH R. SAENGER REGARDING DOCUMENT REVIEW PROJECT (.4); REVIEW 63 DOCUMENTS IN CONNECTION WITH SAME (2.0).	7.50	3,937.50
03/02/13	RS	REVIEW BOARD PRESENTATIONS FOR PRODUCTION - APPROXIMATELY 200 PAGES.	1.90	722.00
03/03/13	JTM	CALLS WITH WEST RE TESTIMONY RE CRO MOTION.	0.60	411.00
03/03/13	NS	CONTINUED RESEARCH ON A SUBORDINATION ISSUE.	1.70	807.50
03/03/13	RS	REVIEW BOARD PRESENTATIONS FOR PRODUCTION - APPROXIMATELY 200 PAGES.	2.20	836.00
03/04/13	AK	MEET WITH R. SAENGER AND R. DAKIS RE DOCUMENT REQUESTS IN PREPARATION TO REVIEW DOCUMENTS FOR PRODUCTION (.4); REVIEW APPROXIMATELY 50 DOCUMENTS (1.0).	1.40	539.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/04/13	DAP	COORDINATE PAMELA WEST ELECTRONIC DOCUMENT COLLECTION WITH FTI (1.2); BEGIN REVIEW OF PAMELA WEST PAPER DOCUMENTS SCANNED INTO THE SYSTEM TO REVIEW FOR MARGINAL NOTATIONS AND OTHER RESPONSIVE MATERIAL (4.1); TELEPHONE CALL WITH DARRYL RAINS AND ALEX LAWRENCE (.8); PREP FOR AND PARTICIPATE IN MEET AND CONFER CONFERENCE CALL WITH P. KAUFMAN, COUNSEL FOR UCC REGARDING PAMELA WEST DISCOVERY (.6); TELEPHONE CALL WITH DARRYL RAINS RE: RMBS DEPO AND DISCOVERY (.3); CONFERENCE WITH J. MOLDOVAN AND DAKIS RE: SAME (.7).	7.70	4,427.50
03/04/13	JPR	COORDINATE DOCUMENT REVIEW AND PRODUCTION LOGISTICS FOR PAM WEST HARD COPY DOCUMENTS.	1.00	370.00
03/04/13	JTM	RESCAP MEETING WITH DAP, RKD ET. AL RE OPEN MATTERS (.7); REVIEW STATEMENTS OF ALLY AND JSBS RE EXCLUSIVITY AND RETENTION OF CRO (1.0).	1.70	1,164.50
03/04/13	MC	O/C'S RE: STATUS AND DEVELOPMENTS.	0.70	399.00
03/04/13	NS	LEGAL RESEARCH ON RESEARCH ON SUBORDINATION ISSUE, REVIEWING 340 CASES.	7.40	3,515.00
03/04/13	RS	OFFICE CONF. W/ A. KAHN AND R. DAKIS RE: DOCUMENT REVIEW (.3); REVIEW DOCUMENTS - APPROXIMATELY 450 PAGES (5.3).	5.60	2,128.00
03/04/13	RKD	REVIEW 510 DOCUMENTS IN RESPONSE TO ADDITIONAL REQUESTS FROM COMMITTEE RELATING TO RMBS TRIAL (10.7); O/C W/ JTM AND DAP RE DISCOVERY AND OPEN ITEMS (.7); OFFICE CONFERENCES WITH R. SAENGER AND A. KAHN REGARDING DOCUMENT REVIEW PROJECT (.3); OFFICE CONFERENCES WITH J. REID REGARDING SAME (.2).	11.90	6,247.50
03/05/13	AK	O/C WITH RKD AND RS RE: DOCUMENT REVIEW (.3); REVIEW APPROXIMATELY 200 DOCUMENTS FOR RELEVANCE IN PREPARATION FOR PRODUCTION (4.3).	4.60	1,771.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/05/13	DAP	SEVERAL TELEPHONE CALLS WITH PAMELA WEST CONCERNING DOCUMENT PRODUCTION ISSUES (1.2); O/C WITH RKD RE DOCUMENT PRODUCTION (.2); REVIEW APPROXIMATELY 800 PAGES FOR POTENTIALLY-RESPONSIVE HANDWRITTEN COMMENTS (6.1); TELEPHONE CALL WITH DARRYL RAINS (.2); CONFERENCE WITH JOE MOLDOVAN CONCERNING CRO MOTION (.8); DRAFT EMAIL TO COUNSEL TO COMMITTEE CONCERNING PARAMETERS FOR SEARCH AND REVIEW OF DOCUMENTS (.4).	8.90	5,117.50
03/05/13	JTM	COURT HEARING RE CRO RETENTION AND EXCLUSIVITY (1.40); REVIEW MOTIONS RE MODIFICATION OF PROTECTIVE ORDERS, PRECLUSION MOTION (.7); O/C WITH DAP RE CRO AND RELATED MATTERS (.8).	2.90	1,986.50
03/05/13	MC	REVIEW VARIOUS DOCUMENTS INCLUDING CONSENTS AND COURT FILINGS.	1.40	798.00
03/05/13	NS	ONLINE LEGAL RESEARCH RE: SUBORDINATION ISSUE (5.5); BEGIN DRAFTING REPORT RE: SAME (3.7).	9.20	4,370.00
03/05/13	RKD	PARTICIPATE IN HEARING REGARDING CRO APPOINTMENT AND EXTENSION OF EXCLUSIVITY (INDEPENDENT DIRECTOR WAS SCHEDULED TO TESTIFY) (1.4); OFFICE CONFERENCE WITH D. PIEDRA REGARDING DOCUMENT PRODUCTION (.2); REVIEW 419 DOCUMENTS IN RESPONSE TO ADDITIONAL REQUESTS FROM COMMITTEE (7.2); REVISE PRIVILEGE LOG TO INCORPORATE ADDITIONAL DOCUMENTS (4.2).	13.00	6,825.00
03/06/13	DAP	CORRESPONDENCE WITH COUNSEL FOR THE COMMITTEE CONCERNING DOCUMENT SEARCH, REVIEW AND PRODUCTION ISSUES (.8); TELEPHONE CALLS WITH PAMELA WEST RE: DOCUMENT ISSUES AND REVIEW OF CERTAIN NOTATIONS (.8); EMAIL CORRESPONDENCE WITH COUNSEL FOR THE DEBTORS CONCERNING DOCUMENT REVIEW (.6); REVIEW OF DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE (2.8); O/C WITH RKD RE: DOCUMENT PRODUCTION (.2).	5.20	2,990.00
03/06/13	JPR	COORDINATE PROCESSING AND FILTERING OF ADDITIONAL MACK, WEST AND SMITH DATA (.8); COORDINATE DOCUMENT PRODUCTION ISSUES. EXECUTE RELATIVITY DATABASE QUERIES FOR MORRISON FOERSTER REVIEW (3.2).	4.00	1,480.00
03/06/13	JTM	REVIEW CONSENT ORDER PROG REPORT AND CALL WITH TED SMITH RE SAME.	0.70	479.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/06/13	NS	CONTINUED REVIEW OF RESEARCH FOR SUBORDINATION ISSUE.	6.10	2,897.50
03/06/13	RKD	REVIEW 218 DOCUMENTS FROM P. WEST (7.4); OFFICE CONFERENCE WITH D. PIEDRA REGARDING DOCUMENT REVIEW (.2); OFFICE CONFERENCES WITH J. REID REGARDING DOCUMENT REVIEW AND PRODUCTION (.2); OFFICE CONFERENCE WITH JTM REGARDING DOCUMENT REVIEW AND PRODUCTION (.1); OFFICE CONFERENCE WITH DAP REGARDING SEARCH TERMS (.1); OFFICE CONFERENCE WITH J. REID REGARDING SAME (.1); ADDITIONAL REVISIONS TO PRIVILEGE LOG INCORPORATING SAME (4.1).	10.20	5,355.00
03/07/13	DAP	RESEARCH RE DISCOVERY DISPUTE WITH COUNSEL FOR COMMITTEE CONCERNING PAM WEST DOCUMENTS (2.6); EMAIL WITH R. DAKIS RE: SAME (.3); DRAFT PROPOSED LETTER (.4); EMAIL CORRESPONDENCE MOFO RE: SAME (.4).	3.70	2,127.50
03/07/13	JPR	COORDINATE DOCUMENT PRODUCTION.	2.00	740.00
03/07/13	JTM	REVIEW AGENDA AND RELATED MATERIALS FOR BOARD CALL (2.2); DISCUSSIONS CONCERNING NEW BOARD MEMBER SELECTION ANALYSIS OF APPOINTMENT PROCESS (1.6).	3.80	2,603.00
03/07/13	NS	FULL REVIEW AND DRAFT NOTES AS NEEDED CONCERNING 7 SELECTED CASES SAVED IN ONLINE RESEARCH FOLDER &/OR SHEPARDS RESULTS AND RELATED DECISIONS RE: SUBORDINATION ISSUE.	8.60	4,085.00
03/07/13	RKD	OFFICE CONFERENCE WITH JTM, ET AL., REGARDING CASE STATUS AND RMBS LITIGATION (.6); FURTHER REVISIONS TO UPDATED PRIVILEGE LOG WITH P. WEST DOCUMENTS (1.1); EMAILS WITH D. PIEDRA REGARDING DOCUMENT PRODUCTION (.3); EMAILS WITH A. LAWRENCE AND D. RAINS REGARDING SAME (.3); REVIEW 110 DOCUMENTS ARISING FROM NEW SEARCH TERMS FROM COMMITTEE (1.9).	4.20	2,205.00
03/08/13	DAP	TELEPHONE CALL WITH TED SMITH IN PREPARATION FOR BOARD CALL (1.0); REVIEW MATERIALS IN PREPARATION FOR BOARD CALL (.7); PARTICIPATE IN BOARD MEETING CONFERENCE CALL (2.0); PREPARE LETTER CONCERNING PRODUCTION OF PAMELA WEST DOCUMENTS PURSUANT TO COURT ORDER (.7); EMAILS WITH R. DAKIS REGARDING SAME (.3); REVIEW PRIVILEGE LOG AND REVISE SAME (1.4); EMAIL CORRESPONDENCE WITH DEBTORS' COUNSEL (.8).	6.90	3,967.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE #: 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/08/13	JPR	COORDINATE RESCAP DOCUMENT PRODUCTION (1.7); FOLLOW-UP EMAILS WITH RKD RE: SAME (.4).	2.10	777.00
03/08/13	JTM	REVIEW MATERIAL FOR BOARD CALL (1.7); BOARD CALL RE LATEST DEVELOPMENTS, STRATEGY, AND ANALYSIS (2).	3.70	2,534.50
03/08/13	MC	PREPARATION FOR (1.2) AND PARTICIPATION IN BOARD MEETING (2.0); CONFERENCE CALL W/ GENERAL COUNSEL RE: BOARD SERVICE ISSUES (.6).	3.80	2,166.00
03/08/13	NS	REVIEW ONLINE RESEARCH RE: SUBORDINATION ISSUE (2.6); CONTINUE DRAFTING MEMO CONCERNING SAME (2.0).	4.60	2,185.00
03/08/13	RKD	FINALIZE PRODUCTION OF APPROXIMATELY 700 PAGES OF DOCUMENTS IN RESPONSE TO COMMITTEE SUBPOENA (5.8); EMAILS WITH D. PIEDRA REGARDING SAME (.3); EMAILS WITH A. LAWRENCE REGARDING SAME (.2); EMAILS WITH J. REID REGARDING SAME (.4); EMAIL TO P. KAUFMAN ET AL. PRODUCING DOCUMENTS (.7).	7.40	3,885.00
03/10/13	NS	CONTINUE DRAFTING MEMO RE: SUBORDINATION ISSUE.	0.20	95.00
03/11/13	DAP	EMAIL PAM WEST RE: RMBS (.2); REVIEW DOCUMENTS REGARDING SAME (.4); RECEIVE/REVIEW LETTER FROM PHILIP KAUFMAN RE: DISCOVERY ISSUES (.3); OUTLINE RESPONSE TO KAUFMAN LETTER (.3); CONF DAKIS RE: SAME (.2).	1.40	805.00
03/11/13	JTM	REVIEW MATERIALS FILED IN CONNECTION WITH RESCAP MOTION RE FORECLOSURE REVIEW AND STATUS AS UNSECURED CLAIM.	2.30	1,575.50
03/11/13	NS	REVIEW TWO ONLINE RESEARCH UPDATE CASES REGARDING SUBORDINATION ISSUE (1.3); FURTHER REVIEW PREVIOUS RETRIEVED CASES (4.0).	5.30	2,517.50
03/11/13	RKD	REVIEW 97 DOCUMENTS FOR RESPONSIVENESS TO EXAMINER SUBPOENAS (3.1); CONF. W/ DAP RE KAUFMAN RESPONSE (.2).	3.30	1,732.50
03/12/13	DAP	REVIEW WILMINGTON TRUST REPLY SUBMISSION TO EXAMINER (1.0); EMAIL CORRESPONDENCE WITH JAMIE LEVITT REGARDING BREACH OF FIDUCIARY DUTY POINT (.4); RESEARCH RE: BREACH OF DUTY POINT FOR RESPONSE TO EXAMINER (1.6); REVIEW LETTER FROM THE COMMITTEE COUNSEL RE: DISCOVERY (.3); DRAFT RESPONSE TO COMMITTEE COUNSEL (1.0); EMAIL CORRESPONDENCE WITH DEBTORS' COUNSEL RE: SAME (.2).	4.50	2,587.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/12/13	JTM	CALLS WITH INDIES RE INTERVIEW OF ADDITIONAL BOARD MEMBER (.4); ANALYSIS OF WILMINGTON SUBMISSION TO EXAMINER RE FIDUCIARY DUTY CLAIMS AND REVIEW OF RELEVANT CASE LAW AND MATERIAL RE FORMULATION OF RESPONSE (8.7).	9.10	6,233.50
03/12/13	MC	CALLS AND CORRESPONDENCE W/ INDEPENDENT DIRECTORS (1.4); REVIEW COURT DOCUMENTS (2.3).	3.70	2,109.00
03/12/13	NS	CONTINUE DRAFTING MEMO REGARDING SUBORDINATION ISSUE.	5.50	2,612.50
03/13/13	DAP	REVIEW COMMITTEE SUBMISSIONS TO EXAMINER AND WILMINGTON TRUST SUBMISSION TO EXAMINER AND OUTLINE RESPONSE TO FIDUCIARY DUTY POINTS RELATING TO INDEPENDENT DIRECTORS TO PREPARE FOR RESPONSE SUBMISSION (1.2); RESEARCH RE: FIDUCIARY DUTY ISSUES (2.0); EMAIL CORRESP MOFO REGARDING RESPONSE TO COMMITTEE LETTER (.2).	3.40	1,955.00
03/13/13	JTM	COORDINATION OF BRENNER INTERVIEW AND DISCUSSION OF SAME WITH INDIES (.6); REVIEW GOLDIN OBJECTION TO EXAMINER PROTECTIVE ORDER MODIFICATION, FEDERAL RESERVE OBJECTION TO MOTION TO DETERMINE THE FRB REVIEW IS UNSECURED AND RELATED FILINGS (3.6); REVIEW UCC SUBMISSIONS TO EXAMINER RE ALLY RELEASES AND ESTATE CLAIMS V AFI, ANALYZE SAME WITH RESPECT TO DIRECTORS (7.7).	12.10	8,288.50
03/13/13	MC	REVIEW SUBMISSIONS TO EXAMINER (3.1); OFFICE CONFERENCES (.9).	4.00	2,280.00
03/13/13	NS	DRAFT TRANSMITTAL E-MAIL RE: RMBS DATABASE ACCESS.	0.40	190.00
03/13/13	NS	CONTINUE DRAFTING MEMO RE SUBORDINATION (5.6).	5.60	2,660.00
03/14/13	DAP	TELEPHONE CALL JONATHAN ILANY RE: DISCOVERY (.3); EMAIL CORRESPONDENCE FTI REGARDING DATA COLLECTION (.3); TELEPHONE CALL JOEL HAIMS RE: D&O INSURANCE ISSUES AND POTENTIAL SETTLEMENT (.4); REVIEW D&O INSURANCE RELATED DOCUMENTATION (.9).	1.90	1,092.50
03/14/13	JL	MEET WITH INDEPENDENT DIRECTOR CANDIDATE AND TED SMITH FOLLOW UP WITH CONNOLLY.	1.30	786.50
03/14/13	JTM	REVIEW FED, ALL, AND WILMINGTON OBJECTIONS TO FRB FORECLOSURE MOTION (2.1); CONTINUED ANALYSIS OF FIDUCIARY DUTY ISSUES AND RESPONSE TO WILMINGTON (6.6).	8.70	5,959.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/14/13	MC	MEETINGS WITH INDEPENDENT DIRECTORS (2.4); VARIOUS COMMUNICATIONS W/ INDEPENDENT DIRECTORS RE GOVERNANCE (.8).	3.10	1,767.00
03/14/13	NS	REVIEW CONTENTS OF RMBS DISCOVERY DATABASE (0.8); CONFERENCE WITH M. WIATRAK RE: RMBS DATABASE REGISTRATION PROCESS (0.1); TELEPHONE CALL TO ELIZABETH MILLER RE: GAINING ACCESS TO EXAMINER'S DOCUMENT DATABASE (VOICEMAIL) (0.1).	1.00	475.00
03/14/13	NS	REVIEW NEW ONLINE RESEARCH UPDATE REGARDING SUBORDINATION ISSUE (3.0); DRAFT NOTES CONCERNING SAME (1.3).	4.30	2,042.50
03/15/13	DAP	ATTEND BOARD MEETING RE: MEETING WITH MANAGEMENT TEAM, ELECTION OF NEW DIRECTOR (4.0); CONFERENCES WITH INDEPENDENT BOARD MEMBERS RE: SAME (.5); CONFERENCE WITH T. HAMZEHPOUR AND J. SHANK RE: DIRECTOR COMPENSATION DOCUMENTATION (.5); EMAIL CORRESPONDENCE WITH COUNSEL FOR THE EXAMINER CONCERNING DIRECTOR COMPENSATION (.5); TELEPHONE CALL WITH COUNSEL FOR THE EXAMINER (.5).	6.00	3,450.00
03/15/13	JTM	BOARD MEETING, ALL HANDS, OPS REPORT, AND STATUS OF ALL MATTERS. STRATEGY GOING FORWARD (4.0); REVIEW BOND INDENTURES AND OC ET RE BOND ISSUES VIS JSBS (.8); OCS WITH MOFO RE DIRECTOR COMPENSATION ISSUES INCLUDING REVIEW OF COMP PLAN (.7).	5.70	3,904.50
03/15/13	MW	REVIEW ADDITIONAL DOCUMENTS AND UPDATE BINDER WITH PLEADINGS SUBMITTED IN RESPONSE TO EXAMINER'S REQUEST.	1.30	279.50
03/15/13	MW	ORGANIZE DOCUMENTS RELATED TO INTERVIEWS WITH INDEPENDENT DIRECTORS.	1.30	279.50
03/15/13	MC	MEETINGS WITH INDEPENDENT DIRECTORS AND COUNSEL (1.6); PREPARATION FOR (.5) AND PARTICIPATION IN BOARD MEETINGS (4.0).	6.10	3,477.00
03/15/13	NS	ADDITIONAL RESEARCH RE: SUBORDINATION ISSUE (4.8); CONTINUE DRAFTING MEMO ON SAME (2.0).	6.80	3,230.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

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03/15/13	NS	TELEPHONE CALL TO ELIZABETH MILLER (CHADBOURNE) RE: ACCESS TO EXAMINER'S DATABASE (V-MAIL) AND TELEPHONE CALL FROM A SEPARATE CHADBOURNE ATTY. RE: SAME (0.1); REVIEW E-MAIL WITH ATTACHMENTS FROM CHADBOURNE ATTY RE: STEPS NEEDED TO GAIN ACCESS TO EXAMINER'S DATABASE, DRAFT E-MAIL TO MOCO TEAM RE: SAME (0.2).	0.30	142.50
03/18/13	DAP	TELEPHONE CALL WITH INDEPENDENT DIRECTORS CONCERNING SELECTION OF NEW INDEPENDENT DIRECTOR (.7); REVIEW EMAIL CORRESPONDENCE RE: SAME (.3); CONF JTM RE: SAME (.3).	1.30	747.50
03/18/13	JTM	NUMEROUS CALLS AND EMAILS WITH INDIES MACK, WEST, CONNOLLY, SMITH THROUGHOUT DAY RE COMMITTEE ISSUES WITH SELECTION OF BRENNER TO FILL ABREAU SPOT (3.4); CALL WITH ECKSTEIN RE SAME (.5); O/C WITH DAP RE: SAME (.3).	4.20	2,877.00
03/18/13	MC	REVIEW BOARD APPOINTMENT AND TRUSTEE ISSUES.	1.30	741.00
03/18/13	NS	REVIEW ADDITIONAL ONLINE RESEARCH UPDATE REGARDING SUBORDINATION ISSUE (2.8); DRAFT MEMO RE: SAME (5.0).	7.80	3,705.00
03/19/13	DAP	MEETING WITH JTM, MC AND RKD REGARDING ELECTION OF T. BRENNER (.4); TELEPHONE CALL WITH MOFO RE: SAME (.4); PREPARE FOR CALL WITH CREDITOR'S COMMITTEE COUNSEL AND MEMBERS RE: BOARD ISSUE (1.0); TELEPHONE CALL WITH INDEPENDENT MEMBERS AND MOFO RE: SAME (POST-CALL) (.9); EMAIL CORRESP. WITH EXAMINER COUNSEL (.2); REVIEW BRIEF TO DRAFT REPLY FOR ALEX BARRAGE (.4).	3.60	2,070.00
03/19/13	JTM	CALL WITH KEN ECKSTEIN RE BOARD ISSUE (.2); CALL WITH LEW KRUGER RE SAME (.1); CALL WITH JIM T RE SAME (.2); CALLS WITH THERESA BRENNER RE SAME (.5); MEETINGS WITH MC AND DAP RE SAME (.4); COMPENSATION COMMITTEE CALL (.9) AND REVIEW OF MATERIALS IN CONNECTION WITH SAME (.8); CALL WITH UCC RE BOARD ISSUE (1.0); POST CALL WITH DIRECTORS (.8); CALL WITH JIM T AND LEW K RE SAME (.6); COURT CONFERENCE RE CLASSIFICATION OF RMBS CLAIMS AND DISCOVERY ISSUES (.5); REVIEW SUBMISSIONS IN CONNECTION WITH FRB FORECLOSURE REVIEW (1.6); REVIEW OF KEIP, KERP AND COMP SUBMISSIONS (3.1).	9.70	6,644.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/19/13	MC	PREPARATION FOR AND PARTICIPATION IN COMPENSATION COMMITTEE MEETING (1.2); CONFERENCE CALL WITH CREDITORS COMMITTEE (1.0); CONFERENCE CALL WITH INDEPENDENT DIRECTORS (.9); O/C'S (.8) REVIEW ORGANIZATION DOCUMENTS (1.7).	5.60	3,192.00
03/19/13	NS	REVIEW NEW ONLINE RESEARCH UPDATE REGARDING SUBORDINATION ISSUE (3.4); READ TWENTY NEW CASES IN SHEPARD'S UPDATE RESULTS (2.8); DRAFT NOTES CONCERNING SAME (2.4).	8.60	4,085.00
03/19/13	RKD	OFFICE CONFERENCE WITH JTM AND M. CONNOLLY REGARDING BOARD OF DIRECTORS COMPENSATION AND SELECTION OF NEW BOARD MEMBERS (.4); TELEPHONE CONFERENCE WITH JTM, M. CONNOLLY, J. DUBELL, KRAMER LEVIN, J. MACK, J. ILANY REGARDING SELECTION OF NEW BOARD MEMBER (1.0); FOLLOW UP CONFERENCE WITH J. MACK AND J. ILANY REGARDING SAME (.3); REVIEW OPERATING AGREEMENT AND CERTIFICATE OF INCORPORATION TO ANSWER BOARD QUESTIONS (.8); REVIEW DOCUMENTS REGARDING BOARD COMPENSATION (1.3).	4.10	2,152.50
03/20/13	DAP	PREP FOR AND MEET WITH MOFO, PERKINS COIE REGARDING POTENTIAL INSURANCE CLAIMS SETTLEMENT (2.5); REVIEW MATERIALS FROM INSURANCE MEETING (.7); MEETING WITH JOE MOLDOVAN AND GARY LEE REGARDING ALLY POSITION CONCERNING INDEMNIFICATION (.5); TELEPHONE CONFERENCE CALL REGARDING DIRECTOR COMPENSATION (.5); CONFERENCE CALL WITH CHRISTINE KOLLENBERG REGARDING INDEPENDENT DIRECTOR COMPENSATION (.4); EMAIL RE: SAME (.2); EMAILS WITH COUNSEL FOR EXAMINER REGARDING DOCUMENT PRODUCTION (.3); REC/REV DRAFT SUBMISSION TO EXAMINER FROM MOFO AND REVIEW SAME (.5).	5.60	3,220.00
03/20/13	JTM	ANALYSIS OF DIRECTOR GOVERNANCE ISSUES AND ALLEGATIONS WITH RESPECT THERETO IN CONNECTION REVIEW MINUTES AND OTHER MATERIALS (6.4); REVIEW ADDITIONAL EXAMINER SUBMISSIONS RELATING TO GOVERNANCE AND BOARD ACTIONS BY NBIA, AIG, UCC (3.5); MEETING WITH DAP AND G. LEE RE: ALLY POSITION CONCERNING INDEMNIFICATION (.5); O/C WITH RKD, JL, DL AND MC RE INDEMNIFICATION ISSUE (1.2).	11.10	7,603.50
03/20/13	MC	REVIEW COMPENSATION ISSUES (.6); O/C WITH JTM, DL, JL AND RKD RE INDEMNIFICATION ISSUE (1.2).	1.80	1,026.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

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INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/20/13	NS	REVIEW NEW ONLINE RESEARCH UPDATE REGARDING SUBORDINATION ISSUE (2.8); READ FOURTEEN NEW CASES AND REVIEW SHEPARD'S RESULTS (2.0); DRAFT NOTES CONCERNING SAME (2.0).	6.80	3,230.00
03/20/13	RKD	REVIEW DOCUMENTS RELATING TO RMBS LITIGATION IN PREPARATION FOR TRIAL ON SAME (4.9); OFFICE CONFERENCE WITH JTM, J LEVY, D. LERNER, AND M. CONNOLLY REGARDING INDEMNIFICATION ISSUES (1.2).	6.10	3,202.50
03/21/13	DL	CONF. JTM, JLEVY, RKD RE: INSURANCE ISSUES AND DIRECTOR COMPENSATION.	0.80	468.00
03/21/13	DAP	REVIEW INSURANCE MATERIALS PROVIDED BY ALLY CONCERNING CLAIMS AND POTENTIAL SETTLEMENT (3.5); DRAFT INSERT FOR BRIEF CONCERNING POTENTIAL FIDUCIARY DUTY CLAIMS BY THE COMMITTEE AGAINST DIRECTORS (4.2); EMAIL CORRESPONDENCE ALEX BARRAGE RE: SAME (.5).	8.20	4,715.00
03/21/13	JL	REVIEW DOCUMENTS RE: INSURANCE SETTLEMENT AND DIRECTOR COMPENSATION (3.4); INTERNAL CONFERENCES WITH JTM, MC, RKD RE SAME (1.0).	1.30	786.50
03/21/13	JTM	APPEARANCE AT OMNIBUS HEARING ON MATTERS INCLUDING DEBTORS' MOTION PURSUANT TO BANKRUPTCY RULE 3013 AND BANKRUPTCY CODE SECTION 362(A) FOR A DETERMINATION THAT (I) GMAC MORTGAGE'S FRB FORECLOSURE REVIEW OBLIGATION IS A GENERAL UNSECURED CLAIM AND (II) THE AUTOMATIC STAY PREVENTS ENFORCEMENT OF THE FRB FORECLOSURE REVIEW OBLIGATION (2.2); CONTINUED ANALYSIS OF RECENT EXAMINER SUBMISSION VIS ALLEGATIONS RE BOARD AND REVIEW OF ALL CITED MATERIAL (5.6); INITIAL ANALYSIS OF INSURANCE AND INDEMNIFICATION ISSUES VIS AFI (2.6); O/C WITH JL, MC, DL AND RKD RE: INSURANCE SETTLEMENT AND DIRECTOR COMPENSATION (1.0).	11.40	7,809.00
03/21/13	MC	REVIEW COMPENSATION ISSUES (1.1); REVIEW INDEPENDENT DIRECTOR ISSUES, INCLUDING O/C'S AND T/C'S (1.8); O/C JTM, RKD, JL AND DL RE: SAME (1.0).	3.90	2,223.00
03/21/13	NS	REVIEW NEW ONLINE RESEARCH UPDATE WITH NEW CASES RE: SUBORDINATION ISSUE (3.7); READ TWENTY TWO NEW CASES AND REVIEW SHEPARD'S UPDATE RESULTS (1.0); DRAFT NOTES CONCERNING SAME (2.0).	6.70	3,182.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/21/13	RKD	OFFICE CONFERENCE WITH JTM REGARDING INDEMNIFICATION ISSUES (.2); LEGAL RESEARCH REGARDING INDEMNIFICATION AND CONTRIBUTION ISSUES IN BANKRUPTCY (3.4); O/C WITH JTM, JL ET. AL. RE: SAME (1.0).	5.10	2,677.50
03/22/13	DL	CONF. JTM, JL, MC, RKD RE: INSURANCE ISSUES.	0.50	292.50
03/22/13	DAP	EMAIL JENNIFER SHANK AND ATTEND BOARD MEETING CONFERENCE CALL (1.5); DRAFT INSERT FOR MOFO BRIEF TO EXAMINER REGARDING FIDUCIARY DUTY ISSUES (1.5); EMAIL CORRESPONDENCE CONCERNING ALLY INDEMNIFICATION OBLIGATIONS OF INDEPENDENT DIRECTORS (.8); REVIEW ALLY CHARTER (.6); REVIEW OPERATING AGREEMENT AND LLC AGREEMENT OF RESCAP RE: INDEMNIFICATION (.8); REVIEW INSURANCE CORRESPONDENCE (.4); EMAIL CORRESPONDENCE JAMIE LEVITT RE: BRIEF (.2); TELEPHONE CALL ALEX BARRAGE (.2).	6.00	3,450.00
03/22/13	JL	CONFERENCE WITH MOLDOVAN RE INSURANCE AND OTHER CASE ISSUES (.5); REVIEW CHARTER, ETC., INTERNAL CONFERENCES RE COVERAGE ISSUES (1.5); REVIEW INSURANCE RELATED MATERIAL (2.5).	4.50	2,722.50
03/22/13	JPR	EXPORT FILESITE DOCUMENTS FOR R. DAKIS.	2.00	740.00
03/22/13	JTM	BOARD CALL (1); PREP OF MATERIAL IN RESPONSE TO PARTIES'S EXAMINER SUBMISSIONS, ANALYSIS OF RELEVANT DELAWARE CASE LAW AND OTHER AUTHORITY, INCLUDING REVIEW OF TRANSACTIONAL MATERIAL, FAIRNESS OPINIONS (7.5); BEGIN ANALYSIS OF INSURANCE MATERIAL IN CONNECTION WITH AFI CONTEMPLATED SETTLEMENT WITH INSURERS AND ISSUES RAISED BY UCC (2.7); O/C WITH JL, DL AND RKD RE: INSURANCE DOCUMENT (.5); O/C W/RKD RE SAME (.2).	11.90	8,151.50
03/22/13	MC	PARTICIPATION IN BOARD MEETING (1.0); REVIEW COMPENSATION ISSUES (.8); INDEMNIFICATION ISSUES (.7); O/C WITH JTM, JL, DL AND RKD RE INSURANCE ISSUES (.5).	3.10	1,767.00
03/22/13	NS	ADDITIONAL RESEARCH REGARDING SUBORDINATION ISSUE (4.9); REVISE MEMO RE INCORPORATING SAME (3.0).	7.90	3,752.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE #: 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/22/13	RKD	OFFICE CONFERENCE WITH J. LEVY AND D. LERNER, J. MOLDOVAN REGARDING INSURANCE DOCUMENTS (.5); REVIEW 15 INSURANCE DOCUMENTS (2.7); OFFICE CONFERENCE WITH JTM REGARDING INSURANCE INFORMATION (.2).	3.70	1,942.50
03/24/13	JTM	CONTINUED ANALYSIS OF INSURANCE POLICIES - E&O AND D&O IN CONNECTION WITH POTENTIAL SETTLEMENT WITH AFI AND INSURERS (6.1); CONTIUNED ANALYSIS OF INDEMNIFICATION ISSUES IN CONNECTION WITH DIRECTORS (1.1).	7.20	4,932.00
03/25/13	DAP	EMAILS CONCERNING INDEPENDENT DIRECTOR COMP (.3); EMAIL CORRESPONDENCE WITH MOFO RE: EXAMINER SUBMISSION (.3); REVIEW DRAFT SUBMISSION RELATING TO INDEPENDENT DIRECTOR ISSUE (.2).	0.80	460.00
03/25/13	JTM	PREP MATERIALS FOR SUBMISSION TO EXAMINER RE INDEPENDENT DIRECTORS DUTIES AND ACTIONS (4.8); CONTINUED ANALYSIS OF AFI AND RESCAP INSURANCE POLICIES AND RELATED ISSUES (3.2); O/C WITH RKD RE: SAME (.3).	8.30	5,685.50
03/25/13	MC	T/C'S, O/C'S; REVIEW DOCUMENTS.	1.50	855.00
03/25/13	NS	CONTINUE DRAFTING SUBORDINATION MEMO (3.8); CONTINUED RESEARCH RE: SAME (.6).	4.40	2,090.00
03/25/13	RKD	REVIEW 110 DOCUMENTS RELATED TO RESCAP INSURANCE POLICIES AND INDEMNIFICATION ISSUES (6.6); TELEPHONE CONFERENCE WITH J MOLDOVAN REGARDING SAME (.3); TELEPHONE CONFERENCE WITH J. MOLDOVAN AND M. CONNOLLY REGARDING SAME (.4).	7.30	3,832.50
03/26/13	MC	CORRESPONDENCE RE: INDEPENDENT DIRECTOR ISSUES.	0.80	456.00
03/26/13	NS	CONTINUE DRAFTING MEMO ON SUBORDINATION ISSUES.	3.30	1,567.50
03/26/13	RKD	REVIEW 115 DOCUMENTS RELATED TO RESCAP INSURANCE POLICIES AND INDEMNIFICATION ISSUES.	6.30	3,307.50
03/27/13	JTM	REVIEW OF DRAFT MATERIAL IN CONNECTION WITH FINAL EXAMINER SUBMISSION (2.1); REVIEW DRAFT COMPLAINT RE MONOLINES (1.3).	3.40	2,329.00
03/27/13	MW	PREPARE INDEX OF ADDITIONAL INSURANCE DOCUMENTS.	1.40	301.00
03/27/13	NS	REVISE MEMO ON SUBORDINATION (3.0); FOLLOW UP RESEARCH RE: SAME (.8).	3.80	1,805.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

FOR PROFESSIONAL SERVICES RENDERED AS OF MARCH 31, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
03/27/13	RKD	REVIEW 15 DOCUMENTS RELATED TO RESCAP INSURANCE POLICIES (4.1).	4.10	2,152.50
03/28/13	DAP	REVIEW DRAFT SUBMISSION TO EXAMINER (1.2); DRAFT AND REVISE SUBMISSION TO EXAMINER REGARDING ALLEGED BOARD OF DIRECTORS FIDUCIARY DUTY ISSUES (2.2); EMAIL WITH ALEX BARRAGE REGARDING SAME (.2).	2.60	1,495.00
03/28/13	JTM	ANALYSIS OF INSURANCE MATERIAL AND CONTINUED POLICY REVIEW IN PREP FOR MEETING WITH UCC (3.1); REVIEW OF RESEARCH MATERIAL RE EXAMINER SUBMISSION AFFECTING INDEPENDENT DIRECTORS (3.7).	6.80	4,658.00
03/28/13	MC	REVIEW DRAFT DEBTOR FILINGS (2.2); REVIEW CORRESPONDENCE (.9).	3.10	1,767.00
03/28/13	NS	FOLLOW UP RESEARCH RE: SUBORDINATION (.2).	0.40	190.00
03/29/13	JTM	REVIEW MATERIAL IN CONNECTION WITH RMBS LITIGATION AND TESTIMONY ISSUES (2.2); RESEARCH RE INSURANCE ISSUES AND AFI AND PROPERTY OF THE ESTATE (2.7); REVIEW RECENT CASELAW RE FIDUCIARY DUTIES AND BOARD IN CONNECTION WITH INDEPENDENT DIRECTOR RESPONSE TO EXAMINER SUBMISSIONS (3.8).	8.70	5,959.50
03/29/13	MC	PARTICIPATION IN BOARD MEETING (1.2); REVIEW DRAFT DEBTORS RESPONSE (3.0); CORRESPONDENCE AND FILE REVIEW (.7).	4.90	2,793.00
TOTAL TASK CODE	B260	Board of Directors Matters	527.80	295278.00
GRAND TOTAL FEES			564.00	309,322.00
		TOTAL FEES SERVICES	_____ \$	309,322.00

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
B110	Case Administration		
MW	MARIOLA WIATRAK	10.80	2,322.00
SUBTOTAL	B110 Case Administration	10.80	2,322.00
B160	Fee/Employment Applications		

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE #: 234867

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
DAP	DAVID PIEDRA	1.40	805.00
JTM	JOSEPH T. MOLDOVAN	2.60	1,781.00
RKD	ROBERT K. DAKIS	10.10	5,302.50
NS	NEIL SIEGEL	5.40	2,565.00
MW	MARIOLA WIATRAK	5.90	1,268.50
SUBTOTAL	B160 Fee/Employment Applications	25.40	11,722.00

B260	Board of Directors Matters		
DL	DAVID LERNER	1.30	760.50
DAP	DAVID PIEDRA	81.50	46,862.50
IG	ISAAC GROSSMAN	0.30	208.50
JL	JACK LEVY	7.10	4,295.50
JTM	JOSEPH T. MOLDOVAN	140.10	95,968.50
MC	MICHAEL CONNOLLY	53.20	30,324.00
RKD	ROBERT K. DAKIS	94.20	49,455.00
AK	ANDREA KAHN	6.00	2,310.00
NS	NEIL SIEGEL	117.10	55,622.50
RS	REBECCA SAENGER	10.10	3,838.00
JPR	JASON P. REID	12.90	4,773.00
MW	MARIOLA WIATRAK	4.00	860.00
SUBTOTAL	B260 Board of Directors Matters	527.80	295,278.00

TOTAL FEES		564.00	309,322.00
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TASK SUMMARY FOR FEES::

TASK	TASK DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	10.80	2,322.00
B160	Fee/Employment Applications	25.40	11,722.00
B260	Board of Directors Matters	527.80	295,278.00
TOTAL FEES		564.00	309,322.00

TIMEKEEPER SUMMARY:

INIT	TIMEKEEPER NAME	HOUR	VALUE
DL	DAVID LERNER	1.30	760.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 05/29/13
INVOICE # : 234867

DAP	DAVID PIEDRA	82.90	47,667.50
IG	ISAAC GROSSMAN	0.30	208.50
JL	JACK LEVY	7.10	4,295.50
JTM	JOSEPH T. MOLDOVAN	142.70	97,749.50
MC	MICHAEL CONNOLLY	53.20	30,324.00
RKD	ROBERT K. DAKIS	104.30	54,757.50
AK	ANDREA KAHN	6.00	2,310.00
NS	NEIL SIEGEL	122.50	58,187.50
RS	REBECCA SAENGER	10.10	3,838.00
JPR	JASON P. REID	12.90	4,773.00
MW	MARIOLA WIATRAK	20.70	4,450.50
TOTAL FEES		564.00	309,322.00

DISBURSEMENTS:

VALUE

TASK SUMMARY FOR EXPENSES:

E105	TELEPHONE/FACSIMILE	1,550.62
E124	DOCUMENT REPRODUCTION SERVICES	30.00
E101	SC PHOTOCOPYING	250.25
E101	SC IN HOUSE VOLUME PRINTING	1.54
E101	SC IN HOUSE VOLUME COLOR PRINTING	0.70
	MAIL	155.81
E107	MESSENGER	87.50
	COURT SERVICES	420.80
	MEALS	836.50
	PROFESSIONAL FEES	10,003.91
	DATABASE SEARCH	1,267.60

TOTAL DISBURSEMENTS \$ 14,605.23

TOTAL BALANCE DUE FOR THIS PERIOD \$ 323,927.23

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE #: 236035

TAMMY HAMZEHPUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
04/01/13	MW	REVIEW COURT FILINGS FOR 3/29/13 TROUGH 4/1/13 (.5); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.60	129.00
04/03/13	MW	REVIEW COURT FILINGS FOR 4.3.13.	0.50	107.50
04/04/13	MW	REVIEW COURT FILINGS FOR 3/29/13 TROUGH 4/4/13 (.8); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.90	193.50
04/09/13	MW	REVIEW COURT FILINGS FOR 4/5/13 TROUGH 4/9/13 (1.0); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	1.00	215.00
04/10/13	MW	REVIEW COURT FILINGS FOR 4/10/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1); MAKE ARRANGEMENTS WITH COURTCALL TO SET UP JTM'S APPEARANCE AT THE APRIL 11, 2013 HEARINGS (.3).	0.70	150.50
04/11/13	MW	REVIEW COURT FILINGS FOR 4/11/13.	0.40	86.00
04/12/13	MW	REVIEW COURT FILINGS FOR 4/12/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
04/15/13	MW	REVIEW COURT FILINGS FOR 4/13/13 TROUGH 4/15/13.	0.50	107.50
04/16/13	MW	REVIEW COURT FILINGS FOR 4/13/13 (.4); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
04/18/13	MW	REVIEW COURT FILINGS FOR 4/18.13.	0.60	129.00
04/19/13	MW	REVIEW COURT FILINGS FOR 4/19/13.	0.50	107.50
04/22/13	MW	REVIEW COURT FILINGS FOR 4/20/13 TROUGH 4/22/13 (.6); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.70	150.50
04/23/13	MW	REVIEW COURT FILINGS FOR 4/23/13.	0.50	107.50
04/24/13	MW	REVIEW COURT FILINGS FOR 4/24/13.	0.40	86.00
04/25/13	MW	RETRIEVE AND REVIEW COURT FILINGS FOR 4/25/13.	0.40	86.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/29/13	MW	REVIEW COURT FILINGS FROM 4/27/13 THROUGH 4/29/13.	0.60	129.00
04/30/13	MW	RETRIEVE AND REVIEW COURT FILINGS FOR 4/30/13.	0.40	86.00
TOTAL TASK CODE		B110 Case Administration	9.90	2128.50
TASK CODE		B160 Fee/Employment Applications		
04/04/13	MW	PREPARE CHART WITH MONTHLY AND INTERIM FEE APPLICATIONS.	0.80	172.00
04/10/13	MW	COMPILE DOCUMENTS AND PREPARE INDEX OF SAME FOR HEARING RE 2ND INTERIM FEE APPLICATIONS.	0.80	172.00
04/12/13	MW	REVIEW FEBRUARY INVOICE FOR PRIVILEGE AND CONFIDENTIAL INFORMATION (.7); REVISE SAME (.6).	1.30	279.50
04/26/13	MW	DRAFT COVER LTR FOR MOCO FEB INVOICE.	0.40	86.00
TOTAL TASK CODE		B160 Fee/Employment Applications	3.30	709.50
TASK CODE		B260 Board of Directors Matters		
04/01/13	DAP	REVIEW EXAMINER SUBMISSION DRAFT AND CONF JTM/MC RE: SAME (.4); TELEPHONE CALL WITH JAMIE LEVITT OF MOFO AND J. MOLDOVAN RE: FIDUCIARY DUTY CLAIMS, DIRECTOR COMPENSATION DISCLOSURE (1.4); EMAIL ALEX BARRAGE AND RESEARCH RE: BREACH OF FIDUCIARY DUTY ISSUES (.1); LEGAL RESEARCH RE: SAME (.9); REVIEW DIRECTORS AND OFFICERS INSURANCE DOCUMENTATION FROM ALLY (.8).	3.60	2,070.00
04/01/13	JTM	CALLS WITH HAMZEPOUR, RE DIRECTOR COMPENSATION MATTERS (1.4); DISCUSSIONS RE SAME WITH BOARD MEMBERS (.4); CONTINUED INVESTIGATION AND ANALYSIS OF INSURANCE MATERIALS (3.2); REVIEW LATEST DOC REQUEST FROM EXAMINER AND REVIEW OF MATERIALS IN CONNECTION WITH SAME (2.6).	7.60	5,206.00
04/01/13	RKD	REVIEW P. WEST DOCUMENTS IN PREPARATION FOR POTENTIAL DEPOSITION (3.1); DRAFT OUTLINE OF ISSUES FOR DEPOSTION PREPARATION (1.6).	4.70	2,467.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/02/13	DAP	EMAIL WITH ALEX BARRAGE AT MOFO REGARDING EXAMINER SUBMISSION (.3); RESEARCH CONCERNING FIDUCIARY DUTIES OF OFFICERS AND DIRECTORS OF DELAWARE CORPORATION OR LLC (2.4); DRAFT EMAIL TO ALEX TO INCORPORATE INTO EXAMINER SUBMISSION (.4); EMAIL CORRESPONDENCE REGARDING PRODUCTION OF PAM WEST DOCUMENTS TO THE EXAMINER (.8); REVIEW PAM WEST PRODUCTION AND EMAIL RE: SAME (.4); REVIEW DIRECTOR COMPENSATION DOCUMENTATION PROVIDED BY K. KOLLENBERG (.4); TELEPHONE CALL JENNIFER SHANK REGARDING DIRECTOR COMP INFORMATION (.5); EMAIL CORRESPONDENCE RE: D&O INSURANCE (.2); TELEPHONE CALL WITH EXAMINER'S COUNSEL REGARDING PAM WEST PRODUCTION AND OPERATING AGREEMENT SIGNATURE PAGES OF DIRECTORS (.2); EMAIL CORRESPONDENCE RE: SAME (.2).	5.80	3,335.00
04/02/13	JTM	CONTINUED ANALYSIS OF POTENTIAL ISSUE AND CLAIMS CONCERNING INDEPENDANT DIRECTORS INCLUDING CASE LAW ANALYSIS (4.8); REVIEW OF TRANSCRIPTS OF EXAMINER MATERIALS (5.1) EMAILS LEVITT, PIEDRA RE EXAMINER ISSUES AND SUBMISSIONS (.7).	10.60	7,261.00
04/02/13	MC	REVISE SUBMISSION TO EXAMINER REGARDING FIDUCIARY DUTY ISSUES (3.1); EMAILS WITH INDEPENDENT DIRECTORS AND JTM (1.2).	4.30	2,451.00
04/02/13	RKD	REVIEW MATERIALS FOR POTENTIAL P. WEST DEPOSITION (1.7); EMAILS WITH D. PIEDRA REGARDING EXAMINER DISCOVERY (.3); REVIEW INFORMATION REGARDING INTERCOMPANY CLAIMS IN PREPARATION FOR MEETING REGARDING SAME (1.9); REVIEW EXAMINER RESPONSES IN PREPARATION FOR BRIEFING REGARDING SAME (.8).	4.70	2,467.50
04/03/13	DAP	RECEIVE AND REVIEW FINAL EXAMINER SUBMISSION IN RESPONSE TO COMMITTEE AND SUN SUBMISSIONS (1.0); CONF JTM RE: SAME (.4); EMAIL CORRESPONDENCE WITH JAMIE LEVITT CONCERNING EXAMINER OBJECTIONS TO CONFY/PEO DESIGNATIONS (.4); TELEPHONE CALL WITH BETH MILLER, EXAMINER'S COUNSEL, REGARDING CONFY/PEO DESIGNATION (.3); EMAIL CORRESP RE: ARRANGE FOR P. WEST DEPOSITION (.2); BEGIN PREP MATERIALS FOR PAM WEST DEPO FOR COMMITTEE RE: RMBS (2.8).	5.10	2,932.50
04/03/13	JL	REVIEW EMAIL RE COMPENSATION (.3); INTERNAL CONFERENCE WITH CONNOLLY RE INSURANCE AND COMPENSATION ISSUES (.4).	0.70	423.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/03/13	JTM	OCS DP AND TCS LEVITT RE GOLDIN EXAMINER ISSUES (.4); O/C WITH RKD RE INTERCOMPANY CLAIMS (.4); REVIEW GOLDIN DOCS AND FAIRNESS OPINIONS IN CONNECTION WITH EXAMINER REQUESTS (3.0); MEETING WITH KRUGER, DAKIS, LEE, ET.AL RE INTERCOMPANY CLAIMS (.8).	6.60	4,521.00
04/03/13	MC	O/C'S, T/C'S, CORRESPONDENCE RE: INDEPENDENT DIRECTOR ISSUES (2.4); ATTENTION TO AUDIT RESPONSE (.4).	2.80	1,596.00
04/03/13	RKD	REVIEW UPDATED INTERCOMPANY CLAIMS INFORMATION IN PREPARATION FOR MEETING (1.9); OFFICE CONFERENCE WITH J. MOLDOVAN REGARDING INTERCO CLAIMS AND RMBS LITIGATION (.4); REVIEW EXPERT DEPOSITION TRANSCRIPTS IN PREPARATION FOR RMBS TRIAL (1.3); MEETING WITH KRUGER, MOLDOVAN, PIEDRA, LEE ET AL., RE INTERCOMPANY CLAIMS (2.8).	6.40	3,360.00
04/04/13	DAP	RESEARCH REGARDING APPLICABILITY OF BUSINESS JUDGMENT RULE TO MEMBERS/MANAGERS OF DELAWARE LLC (3.4); MEMO TO A. BARRAGE RE: SAME (.8); EMAIL J. LEVITT RE: PEO DESIGNATION ON DOCS PRODUCED TO EXAMINER'S COUNSEL (.3).	4.50	2,587.50
04/04/13	JL	TELEPHONE CONFERENCE WITH MACK RE COMPENSATION ISSUES (.4); INTERNAL CONFERENCE WITH R. DAKIS RE INTERCOMPANY CLAIMS (.4).	0.80	484.00
04/04/13	JTM	REVIEW OBJECTIONS TO KEIP AND REVIEW UNDERLYING PLEADINGS (3.7); T/C'S WITH INDEPENDENT DIRECTORS (1.2).	4.90	3,356.50
04/04/13	MC	REVIEW BOARD MATERIALS AND RELATED DOCUMENTS IN CONNECTION WITH DRAFT SETTLEMENT AGREEMENT (2.6); O/C'S, CONFERENCE CALLS AND CORRESPONDENCE RE: COMPENSATION ISSUES (1.3).	3.90	2,223.00
04/04/13	NS	CONTINUED RESEARCH REGARDING SUBORDINATION (.6); DRAFT MEMO RE SAME (.2).	0.80	380.00
04/04/13	RKD	REVIEW 118 J. ILANY DOCUMENTS (4.9); LEGAL RESEARCH REGARDING STANDARDS FOR EXAMINER REPORTS (1.1); O/C WITH JL RE INTERCOMPANY CLAIMS (.3).	6.30	3,307.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/05/13	DAP	ATTEND BOARD OF DIRECTORS CALL (1.2); EMAIL PAM WEST RE DEPOSITION PREP (.2); EMAILS WITH EXAMINER'S COUNSEL CONCERNING INTERVIEWS OF PAM WEST AND TED SMITH (.3); TELEPHONE CALL WITH EXAMINER'S COUNSEL REGARDING DOCUMENT PRODUCTIONS (.3); EMAILS WITH JAMIE LEVITT RE: ADDITIONAL EXAMINER INTERVIEWS AND PREPARATION FOR SAME (.4); REVIEW DRAFT OF STN MOTION BY COMMITTEE FOR STANDING TO PURSUE CLAIMS (1.4); DISCUSS SAME WITH JTM (.2); CONFERENCE WITH JTM RE EXAMINER'S DEMAND FOR ADDITIONAL INTERVIEWS (.4).	4.40	2,530.00
04/05/13	JTM	BOARD MEETING (1.2); REVIEW COMMITTEE STN MOTION (2.0); DISCUSS SAME WITH DAP (.2); O/C RKD RE STN ISSUES (.4); CALLS WITH DIRECTORS RE SAME (1.0); OCS RKD RE LATEST DEMAND BY EXAMINER FOR ADDITIONAL INTERVIEWS (.6).	5.60	3,836.00
04/05/13	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETING (1.4); O/C'S, T/C'S, CORRESPONDENCE RE: COMPENSATION AND INDEMNIFICATION ISSUES (.8).	2.20	1,254.00
04/05/13	NS	PREPARE FOR AND ENGAGE IN TELEPHONE CALL WITH EXAMINER'S COUNSEL RE: TERMS AND CONDITIONS FOR ACCESS TO EXAMINER'S DOCUMENT DATABASE, DRAFT FOLLOW-UP E-MAIL (0.4); CONTINUED RESEARCH REGARDING SUBORDINATION (2.7); DRAFT MEMO RE SAME (.5).	3.60	1,710.00
04/05/13	RKD	EMAILS WITH E. HAMMERQUIST REGARDING ADDITIONAL ILANY DOCUMENTS (.2); PARTICIPATE ON BOARD CALL (1.2); O/C W/ JTM RE EXAMINER INTERVIEWS MEMO (.6); CONFERENCE WITH JTM RE: STN ISSUES (.4).	2.40	1,260.00
04/07/13	JTM	REVIEW STN MOTION AND DISCUSS SAME WITH BOARD MEMBERS (1.4).	1.40	959.00
04/07/13	NS	CONTINUED RESEARCH RE SUBORDINATION ISSUE (.8); DRAFT MEMO CONCERNING SAME (.6).	1.40	665.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/08/13	DAP	PREPARE DIRECTOR COMPENSATION DOCUMENTATION FOR PRODUCTION TO EXAMINER'S COUNSEL (1.5); CONFS R. DAKIS REGARDING SAME (.3); DRAFT EMAIL TO EXAMINER'S COUNSEL (.4); EMAIL CORRESPONDENCE TED SMITH RE: EXAMINER INTERVIEW REQUEST (.2); EMAIL COMMITTEE COUNSEL AND PAM WEST RE: DEPOSITION REGARDING RMBS 9019 MOTION (.2); REVIEW FINAL EXAMINER SUBMISSION CIRCULATED BY JAMIE LEVITT RE: DIRECTOR FIDUCIARY DUTY ISSUES (.8); RECEIVE AND REVIEW UCC DRAFT STN MOTION (.8); RESCAP UPDATE CONFERENCE CALL W/ JTM, RKD AND INDEPENDENT DIRECTORS REGARDING POTENTIAL UCC STN MOTION AND RELATED MATTERS (1.0).	5.20	2,990.00
04/08/13	JTM	CONFERENCE CALL WITH DAP, RKD, ET.AL WITH RESPECT TO UCC STN MOTION, OTHER OPEN ISSUES (1.0); CONTINUED ANALYSIS OF STN MOTION AND ALLEGED CLAIMS INCLUDING REVIEW OF CASES AND SUPPORTING MATERIAL (3.5); PREP FOR RMBS TRIAL INCLUDING WITNESS DEPO TRANSCRIPTS (3.3); O/C WITH RKD RE STN ISSUES (.3).	8.10	5,548.50
04/08/13	RKD	REVIEW COMMITTEE STN MOTION (1.9); REVIEW COMPLAINT ATTACHED TO SAME (1.8); OFFICE CONFERENCE WITH JTM REGARDING SAME (.3); REVIEW CASES CITED IN MOTION (.6); CONFERENCE CALL WITH JTM, MC, AND INDEPENDENT DIRECTORS REGARDING CASE STATUS AND STANDING MOTION (1.0); EMAILS WITH J. WISHNEW REGARDING DIRECTOR TESTIMONY DURING KERP/ KEIP (.2); CONTINUED EXAMINATION OF 59 RELEVANT DOCUMENTS FOR RMBS TRIAL (3.7).	9.50	4,987.50
04/09/13	DAP	ARRANGE FOR BATES STAMPED PRODUCTION TO EXAMINER (.4); EMAIL CORRESPONDENCE WITH EXAMINER COUNSEL BETH MILLER (.2).	0.60	345.00
04/09/13	JPR	COORDINATE RESCAP DOCUMENT PRODUCTION.	0.70	259.00
04/09/13	JTM	CALLS WITH DIRECTORS RE STN MOTION (.9); REVIEW LATEST DRAFT OF EXAMINER SUBMISSION (3.7).	4.60	3,151.00
04/09/13	MW	CREATE OUTLINE OF DOCUMENTS FOR HEARINGS RE: MOTION TO PRECLUDE AND KERP MOTION.	1.20	258.00
04/09/13	NS	DRAFT E-MAIL TO THE EXAMINER'S COUNSEL WITH INSTRUCTIONS RE: SERVICE LIST OF NOTICE PARTIES NEEDED TO INITIATE ACCESS TO THE EXAMINER'S DOCUMENT DATABASE.	0.20	95.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/09/13	RKD	EMAILS WITH D. PIEDRA REGARDING ADDITIONAL DOCUMENTS FOR EXAMINER (.2); REVIEW ADDITIONAL DOCUMENTS (.6); PREPARED ADDITIONAL DOCUMENTS FOR PRODUCTION (.4); EMAILS WITH J. RIED REGARDING SAME (.2); PRODUCE DOCUMENTS (.2); EMAILS WITH J. WISHNEW REGARDING TRUSTEE RESPONSE TO KERP MOTION (.2); REVIEW MARANO DEPOSITION TRANSCRIPT IN PREPARATION FOR RMBS LITIGATION AND PRECLUSION MOTION (2.1); REVIEW CASES CITED IN PRECLUSION MOTION (.9).	4.80	2,520.00
04/10/13	DAP	TELEPHONE CALL WITH EXAMINER'S COUNSEL RE: WITNESS INTERVIEWS (.4); PREPARE FOR ISSAC GROSSMAN POTENTIAL INTERVIEW REGARDING TAX SHARING AGREEMENT AND REVIEW DOCUMENTATION RE: SAME (2.2); TELEPHONE CONFERENCE CALL WITH JTM, RD, MC, IG REGARDING ISAAC COHEN INTERVIEW (.7); PREPARE FOR PAM WEST EXAMINER INTERVIEW (.8); TELEPHONE CALL WITH PAM WEST (.4).	4.50	2,587.50
04/10/13	IG	MEET JTM, RKD, DAP REGARDING REQUEST FOR INTERVIEW.	0.70	486.50
04/10/13	JL	REVIEW AUDIT COMMITTEE MEETING DOCUMENTS.	2.50	1,512.50
04/10/13	JTM	TC JAMIE LEVITT RE EXAMINER CONTINUED INTERVIEWS (.2); OC IG, RKD, DAP RE TAX ALLOCATION (.7); TC JOEL HAIMS RE INSURANCE ISSUES (.4); REVIEW OF INSURANCE DOCS RE SAME (1.6); TCS PAM WEST REE RMBS DEPO AND BOARD MATTERS (.7); REVIEW RMBS MATERIAL IN PREP FOR WEST DEPOSITION (6.1).	9.70	6,644.50
04/10/13	MW	COMPLETE GATHERING DOCUMENTS FOR HEARINGS ON KERP MOTION AND MOTION TO PRECLUDE (.9); PREPARE INDEX FOR EACH (.7).	1.60	344.00
04/10/13	MC	T/C'S RE: VARIOUS ISSUES INCLUDING COMPENSATION.	1.20	684.00
04/10/13	RKD	REVIEW KERP/KEIP MOTION (1.1); REVIEW UST RESPONSE TO SAME (.7); REVIEW P. WEST DECLARATION IN SUPPORT OF SAME (.9); REVIEW PLEADINGS REGARDING PRECLUSION MOTION (1.2); ADDITIONAL ANALYSIS OF PRECLUSION AND RMBS ISSUES (.9); O/C WITH JTM, IG, DAP RE: TAX ALLOCATION INTERVIEW (.7).	5.50	2,887.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/11/13	DAP	EMAIL CORRESPONDENCE WITH EXAMINER'S COUNSEL REGARDING ADDITIONAL INTERVIEWS (.2); EMAIL CORRESPONDENCE WITH JAMIE LEVITT EXAMINER INTERVIEWS TAX ALLOCATION AGREEMENT (.3); COLLECT AND REVIEW MATERIALS CONCERNING NEGOTIATION AND EXECUTION OF TAX ALLOCATION AGREEMENT (2.4); TELEPHONE CALL WITH DARRYL RAINS RE: RMBS 9019 HEARING AND INDEPENDENT DIRECTORS (1.0); EMAIL CORRESPONDENCE WITH PAM WEST RE EXAMINER INTERVIEWS (.2); PREPARE FOR EXAMINER INTERVIEWS RE: TAX ALLOCATION (1.4).	5.50	3,162.50
04/11/13	JL	AUDIT COMMITTEE MEETING.	1.50	907.50
04/11/13	JTM	REVIEW MATERIAL IN CONNECTION EXAMINATION OF I GROSSMAN BY EXAMINER RELATING TO TAX ALLOCATION (4.1); APPEAR AT HEARING RE COMMITTEE PRECLUSION MOTION AND MOCO FEE APPLICATION (3.4); APPEAR AT KEIP HEARING WITH INDEPENDENT DIRECTORS (2.1); MEETING WITH INDEPENDENT DIRECTORS RE PRECLUSION DECISION AND KEIP (1.1); EMAILS MOFO TEAM RE PRECLUSION DECISION (.4).	11.10	7,603.50
04/11/13	MC	REVIEW COURT FILING RE KERP/KEIP IN ADVANCE OF COMMITTEE MEETINGS (2.4); PREPARATION FOR BOARD MEETING (2.0).	4.40	2,508.00
04/11/13	RKD	ATTEND OMNIBUS HEARING REGARDING MOCO FEE APPLICATION; PRECLUSION MOTION; AND KERP/KEIP MOTION.	6.30	3,307.50
04/12/13	DAP	ATTEND BOARD MEETING CALL (1.5); COMMUNICATIONS WITH EXAMINER'S COUNSEL RE: DOCUMENT PRODUCTION ISSUES AND WITNESS INTERVIEWS (.8); REC/REV COMMITTEE STN MOTION (.6); REVIEW TAX ALLOCATION MATERIALS (.6); EMAIL WITH RKD RE: SAME (.2); TELEPHONE CONFERENCE WITH MOCO TEAM RE: TAX ALLOCATION EXAMINATION (1.2).	4.90	2,817.50
04/12/13	JPR	RUN SEARCH TERMS IN FILE SITE FOR R. DAKIS.EXPORT RESULTS FOR REVIEW. COORDINATE WITH D4 RE: PROCESSING OF ILANY DATA.	1.70	629.00
04/12/13	JTM	CALLS TO ALL DIRECTORS RE LATEST CASE DEVELOPMENTS AND PROPOSED STRATEGY (2.1); BOARD CALL RE: SAME (1.5); CALL WITH MOFO TEAM RE RMBS STRATEGY (1.2); REVIEW HEARING TRANSCRIPTS (.3).	5.10	3,493.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/12/13	MW	REVIEW E-MAIL RE PROCEDURE FOR ACCESS TO EXAMINER'S DOCUMENT DEPOSITORY (.2); COMPILE E-MAIL SERVICE BASED ON SAME (1.3).	1.50	322.50
04/12/13	MC	PREPARATION FOR (.8) AND PARTICIPATION IN BOARD MEETING (1.5); PARTICIPATION IN CONFERENCE CALL WITH JTM, DAP, RKD RE TAX ALLOCATIONS (1.2); TC'S, CORRESPONDENCE RE: COMPENSATION (.7); REVIEW EXAMINERS REQUEST AND RELATED EMAILS (.6).	4.90	2,793.00
04/12/13	RKD	REVIEW TAX ALLOCATION DOCUMENTS CIRCULATED BY J MOLDOVAN (.6); TELEPHONE CONFERENCE WITH J. MOLDOVAN, M. CONNOLLY, D. PIEDRA REGARDING TAX ALLOCATION EXAMINATION (1.2); EMAILS WITH J. REID ET AL., REGARDING ILANY DATA (.3); REVIEW ILANY DATA (3.8).	5.90	3,097.50
04/15/13	DAP	EMAIL CORRESPONDENCE WITH EXAMINER'S COUNSEL REGARDING INTERVIEWS OF WEST AND GROSSMAN (.4); REVIEW DOCUMENTS RECEIVED FROM EXAMINER IN PREPARATION FOR INTERVIEW (3.5); MEET WITH ISAAC GROSSMAN AND JAMIE LEVITT IN PREPARATION FOR GROSSMAN INTERVIEW BY EXAMINER'S COUSNEL (3.5); MEETING WITH JAMIE LEVITT REGARDING 9019 AND POSSIBLE RESPONSE TO EXAMINER INTERVIEW (.5); EMAIL CORRESPONDENCE PAM WEST (.3).	8.20	4,715.00
04/15/13	DAP	MEETING WITH JTM, IG, J. LEVITT RE: EXAMINER MEETING WITH GROSSMAN.	2.70	1,552.50
04/15/13	DR	AS PER DAP PREP BINDER FOR WITNESS PREP SESSIONS.	0.60	99.00
04/15/13	IG	MEET WITH DAP, J. LEVITT TO PREPARE FOR EXAMINER INTERVIEW.	3.00	2,085.00
04/15/13	JPR	EXPORT RESCAP FILESITE SEARCH RESULTS FOR R. DAKIS.	0.30	111.00
04/15/13	JTM	CALL WITH G LEE RE RMBS AND MEDIATION (.4); MEETING WITH DAP MC, JAMIE LEVITT, IG RE PREP FOR GROSSMAN EXAMINER EXAMINATION (3.3); REVIEW ADDITIONAL DOCUMENT IN PREP FOR EXAMINATION (2.2).	5.90	4,041.50
04/15/13	MW	REVISE E-MAIL SERVICE LIST FOR NOTICE TO PARTIES REQUESTING ACCESS TO EXAMINER'S DOCUMENT DEPOSITORY.	0.60	129.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/15/13	MC	MEETING WITH INDEPENDENT DIRECTORS RE COMPENSATION (1.2); REVIEW COURT FILINGS, CORRESPONDENCE RE: TAX ALLOCATION, AGREEMENT AND RELATED MATTERS (2.4); O/C'S (.8); MEETING WITH JTM, DAP, J. LEVITT, IG RE: PREP FOR GROSSMAN EXAMINER MEETING (3.5).	7.90	4,503.00
04/15/13	NS	PREPARE AND DRAFT NOTICE REQUESTING EXAMINER DOCUMENT DEPOSITORY ACCESS, INSTRUCT M WIATRAK RE: SERVING SAME.	0.60	285.00
04/15/13	RKD	REVIEW MOCO FILES FOR DOCUMENTS REGARDING TAX ALLOCATION AGREEMENT (3.2); REVIEW DOCUMENTS PROVIDED BY EXAMINER REGARDING SAME (2.4); CONFERENCE WITH J. MOLDOVAN, J. LEVY, D. PIEDRA, M. CONNOLLY AND I. GROSSMAN REGARDING TAX ALLOCATION INTERVIEWS (3.5); CONTINUE REVIEW OF TAX ALLOCATION DOCUMENTS (1.1).	10.20	5,355.00
04/16/13	DAP	MEET WITH PAM WEST AND PREPARE FOR EXAMINER INTERVIEW OF PAM WEST (3.1); ATTEND EXAMINER INTERVIEW OF PAM WEST (2.5); PREPARE FOR INTERVIEW OF ISAAC GROSSMAN (.5); ATTEND INTERVIEW OF ISAAC GROSSMAN (2.4).	8.50	4,887.50
04/16/13	IG	PREPARE/MEETING WITH CHADBOURNE (.8); ATTEND EXAMINER INTERVIEW (2.4).	3.20	2,224.00
04/16/13	JL	ATTEND MEETING RE INSURANCE SETTLEMENT ISSUE AT K&E WITH CONNOLLY (2.0); REVIEW VARIOUS MEMORANDA AND INSURANCE POLICIES RELATING TO MATTERS DISCUSSED AT MEETING (1.3).	3.30	1,996.50
04/16/13	JTM	MEETING WITH PAM WEST, JAMIE LEVITT, DAP RE WEST PREP FOR EXAMINER EXAMINATION (3.1); DEFEND WEST AT EXAMINER EXAMINATION (2.5); MG WITH DAP AND GROSSMAN RE GROSSMAN EXAMINER PREP (.5); DEFEND GROSSMAN AT EXAMINER EXAMINATION (2.4); REVIEW DOCUMENTS RE: STN MOTION (.8).	9.30	6,370.50
04/16/13	MW	REVIEW AND UPDATE DOCUMENTS RELATED TO SUBMISSIONS TO EXAMINER.	2.00	430.00
04/16/13	MW	REVIEW SCHEDULING ORDER RELATING TO FGIC OBJECTION TO SALE MOTION (.3); DIARY ALL DEADLINES (.2).	0.50	107.50
04/16/13	MC	ATTENDANCE AT INSURANCE MEETING (2.0); REVIEW COURT FILINGS AND CASE CALENDAR IN PREP FOR BOARD CALL (4.4).	6.40	3,648.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/16/13	NS	ADDITIONAL RESEARCH RE SUBORDINATION (.6); DRAFT MEMO CONCERNING SAME (2.2).	2.80	1,330.00
04/16/13	RKD	MEETING WITH I. GROSSMAN IN ADVANCE OF EXAMINER DISCUSSION (.2); REVIEW DOCUMENTS REGARDING TAX ALLOCATION (2.9); TELEPHONE CONFERENCE WITH I. GROSSMAN REGARDING ALLOCATION ISSUES (.2); PARTICIPATE IN I. GROSSMAN EXAMINER INTERVIEW (2.4); FOLLOW UP MEETING WITH JTM (.3).	6.00	3,150.00
04/17/13	DL	REVIEW MATERIALS FROM MOFO RE: TAX ALLOCATION AGREEMENT.	1.00	585.00
04/17/13	DAP	MEETING W/ JTM, RKD, JL AND MC RE: D&O / E&O INSURANCE SETTLEMENT UPDATE (1.0); TELEPHONE CALL WITH PAM WEST (.3); REVIEW DOCUMENTS IN PREPARATION FOR DEPOSITION OF PAM WEST (3.5).	4.80	2,760.00
04/17/13	JL	MEETING W/ DAP, JTM, MC AND RKD ON INSURANCE ISSUES (1.0); CONTINUE REVIEW OF INSURANCE DOCUMENTS (1.4).	2.40	1,452.00
04/17/13	JTM	MEETING WITH DL, DAP, JL, RKD RE INSURANCE AND TAX ALLOCATION (1.0); MTG WITH MC AND DL RE TAX ALLOCATION (.4); REVIEW OF INSURANCE AND TAX MATERIALS IN CONNECTION WITH SETTLEMENT AND EXAMINER REQUESTS (6.6).	8.00	5,480.00
04/17/13	MC	OFFICE CONFERENCE W/ JTM AND DL RE TAX ALLOCATION (.4); REVIEW COURT FILINGS IN PREPARATION FOR BOARD CALL (3.7).	4.10	2,337.00
04/17/13	NS	CONTINUED RESEARCH ON SUBORDINATION ISSUE.	4.20	1,995.00
04/17/13	RKD	EMAILS WITH JTM REGARDING TAX ALLOCATION ISSUES (.4); REVIEW EXAMINER SUBMISSION ON SAME (.3); REVIEW EXAMINER SUBMISSIONS ON FIDUCIARY DUTY (2.9); BEGIN REVIEW OF CASES CITED IN SAME (.7); OFFICE CONFERENCE WITH JL, MC, DL, DAP AND JTM REGARDING INSURANCE SETTLEMENT (1.0).	5.30	2,782.50
04/18/13	DAP	REVIEW OF INSURANCE MATERIALS FOR D&O / E&O CLAIMS AND PROPOSED SETTLEMENT OF INSURANCE ISSUE (3.7); REVIEW PAM WEST DOCUMENT PRODUCTION RE: POTENTIAL EXHIBITS AT DEPOSITION (1.4); MEETING WITH JTM, RKD, JL, IG RE: TAX ALLOCATION (1.1).	6.20	3,565.00
04/18/13	JL	INTERNAL CONFERENCE WITH JTM, RKD, DAP, IG RE: TAX ALLOCATION.	1.10	665.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/18/13	JTM	BEGIN PREP OF RESPONSE TO EXAMINER, INCLUDING FIDUCIARY DUTY ISSUES (6.3); REVIEW OF DEPOSITION TRANSCRIPTS AND EXAMINER SUMMARIES IN CONNECTION WITH SAME (2.60); MEETING WITH DP, RD, JL IG RE TAX ALLOCATION (1.1) REVIEW OF DOCUMENTS IN CONNECTION RE SAME (.7).	10.70	7,329.50
04/18/13	MC	REVIEW COURT FILINGS RELATING TO TAX ALLOCATION AGREEMENT.	2.10	1,197.00
04/18/13	NS	CONTINUED REVIEW OF LEGAL RESEARCH RE: SUBORDINATION (6.1); ADDITIONAL DRAFTING OF MEMO RE: SAME (2.1).	8.20	3,895.00
04/18/13	RKD	REVISE PROPOSED RESPONSE TO COMMITTEE STN MOTION (.7); REVIEW MARANO DEPOSITION IN RMBS LITIGATION (1.8); REVIEW LEGAL RESEARCH REGARDING PRECLUSION OF EVIDENCE AT TRIAL (.9); MEETING WITH JTM, DAP, JL, IG RE: TAX ALLOCATION (1.1).	4.50	2,362.50
04/19/13	DAP	RESEARCH DELAWARE LAW CONCERNING BREACH OF FIDUCIARY DUTY IN PREPARATION OF POTENTIAL RESPONSE TO EXAMINER REPORT (2.5); REVIEW DEPOSITION TRANSCRIPTS IN RMBS 9019 DISCOVERY MATERIALS FOR POTENTIAL LINES OF QUESTIONING IN PAM WEST DEPOSITION (2.5); TELEPHONE CALL ROBERT DAKIS REGARDING POTENTIAL RESEARCH IN PREP FOR EXAMINER REPORT (.4).	5.40	3,105.00
04/19/13	JTM	PREP FOR MEDIATION INCLUDING REVIEW OF EXAMINER MATERIAL, SUBMISSIONS, BY ALL PARTIES (9.4); REVIEW WILMINGTON STN MOTION (.7); EMAILS DAP, RKD RE SAME (.2).	10.30	7,055.50
04/19/13	NS	ADDITIONAL RESEARCH ON SUBORDINATION (4.8); DRAFT MEMO RE: SAME (1.1).	5.90	2,802.50
04/19/13	RKD	REVIEW WTC MOTION FOR STANDING TO BRING CLAIMS (1.1); REVIEW DRAFT COMPLAINT ATTACHED TO SAME (1.7); BEGIN REVIEW OF CASES CITED IN WTC BRIEF (.4); EMAILS WITH JTM AND DAP REGARDING SAME (.2).	3.40	1,785.00
04/20/13	JTM	PREP FOR PAM WEST WILMINGTON RMBS DEPOSITION INCLUDING REVIEW OF TRANSCRIPTS OF WITNESSES, DEPO MATERIAL AND DOCUMENTS.	6.40	4,384.00
04/21/13	JTM	PREP FOR MEDIATIONS INCLUDING REVIEW OF FIDUCIARY DUTY ISSUES, SUN AND UCC SUBMISSIONS TO THE EXAMINER (6.2); CONTINUED PREP FOR WEST RMBS DEPOSITION (2.6).	8.80	6,028.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE #: 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/22/13	DAP	PREPARE AND REVIEW RMBS MATERIALS AND POSSIBLE EXHIBITS FOR PAM WEST DEPOSITION (3.5); EMAIL CORRESPONDENCE WITH JAMIE LEVITT CONCERNING TAX ALLOCATION STANDARD IN OPERATING AGREEMENT AND INDENTURES AND RESEARCH REGARDING SAME IN CONNECTION WITH EXAMINER INTERVIEW OF J. YOUNG (2.0); OFFICE CONFERENCE WITH RKD RE: STN MOTION, EXAMINER ISSUES (.7); OFFICE CONFERENCE WITH WMF, RKD RE: RESEARCH ON CREDITOR STANDING (.3).	6.50	3,737.50
04/22/13	JL	REVIEW DOCUMENTS RE TAX SHARING AGREEMENT.	2.30	1,391.50
04/22/13	JTM	ALL DAY MEDIATION AT KRAMER LEVIN WITH ALL PARTIES AND JUDGE PECK (11.1); EMAILS RKD AND DAP RE WILMINGTON STN MOTION, REVIEW OF ISSUES IN CONNECTION WITH SAME (.4); REVIEW DRAFT MATERIALS RE SAME (1.1).	12.60	8,631.00
04/22/13	MC	REVIEW DOCUMENTS RELATING TO TAX ALLOCATION AGREEMENT (.6); CALLS W/ INDEPENDENT DIRECTORS (1.1).	1.70	969.00
04/22/13	NS	FURTHER RESEARCH RE: SUBORDINATION ISSUE (3.8); DRAFT MEMO RE SAME (.5).	4.30	2,042.50
04/22/13	RKD	OFFICE CONFERENCE WITH D. PIEDRA REGARDING WILMINGTON STN MOTION AND EXAMINER ISSUES (.7); OFFICE CONFERENCE WITH D. PIEDRA AND W. FIEL REGARDING RESEARCH ON CREDITOR STANDING (.3); LEGAL RESEARCH REGARDING BOARD PROCESS ISSUES (1.1); REVIEW DOCUMENTS IN PREPARATION FOR P. WEST DEPOSITION (6.1); EMAILS WITH J. MOLDOVAN REGARDING RESPONSE TO COMMITTEE STN MOTION (.2); EMAILS WITH J. MOLDOVAN REGARDING MEDIATION (.4); EMAILS WITH J.MOLDOVAN REGARDING ADVERSARY PROCEEDING ISSUES (.4).	9.20	4,830.00
04/22/13	WMF	CONFERENCE WITH D. PIEDRA AND R. DAKIS REGARDING TRUSTEE'S MOTION TO PROSECUTE CLAIMS ON BEHALF OF RESCAP.	0.30	115.50
04/22/13	WMF	REVIEW AND ANALYZE TRUSTEE'S MOTION AUTHORIZING IT TO PROSECUTE CLAIMS ON BEHALF OF RESCAP AND PROPOSED COMPLAINT.	2.30	885.50
04/23/13	DL	ATTEND PORTION OF TELEPHONIC BOARD MEETING.	0.40	234.00
04/23/13	DL	REVIEW MATERIALS RE: HISTORY OF TAX ALLOCATION AGREEMENT.	3.00	1,755.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/23/13	DAP	ATTEND BOARD OF DIRECTORS TELEPHONIC MEETING (1.0); MEET WITH PAM WEST AT MORRISON COHEN AND PREPARE FOR DEPOSITION (3.5); EMAIL CORRESPONDENCE JAMIE LEVITT (.3); PREPARE MATERIALS FOR WEST DEPOSITION (1.5)	6.30	3,622.50
04/23/13	JL	PARTICIPATE IN BOARD CALL (1.0); CONFERENCE WITH PAM WEST, DAP, RKD RE DEPOSITION (.3).	1.30	786.50
04/23/13	JTM	RESCAP - BOARD CALL RE MEDIATION (1.0); CALL WITH INDEPENDENT DIRECTORS (.9); CONTINUED JUDGE PECK MEDIATION THROUGHOUT DAY (10.4).	12.30	8,425.50
04/23/13	MC	PREPARATION FOR AND ATTEND PORTION OF BOARD MEETING (1.0); REVIEW RECENT FILINGS IN PREPARATION FOR BOARD UPDATE (4.4).	5.40	3,078.00
04/23/13	NS	FURTHER RESEARCH UPDATE RE: SUBORDINATION ISSUE (1.9); DRAFT MEMO RE: SAME (.4).	2.30	1,092.50
04/23/13	RKD	REVIEW DOCUMENTS IN PREPARATION FOR P. WEST DEPOSITION (4.9); ATTEND PARTS OF MEETING WITH D. PIEDRA AND P. WEST REGARDING DEPOSITION (1.3); REVIEW PRECLUSION TRANSCRIPT IN PREPARATION FOR SAME (1.9); CONTINUE REVIEW OF DOCUMENTS IN PREPARATION FOR SAME (2.8).	10.90	5,722.50
04/23/13	WMF	RESEARCH, REVIEW AND ANALYZE CASELAW REGARDING STN/DERIVATIVE STANDING AND IN CONNECTION OPPOSING TRUSTEE'S MOTION FOR STANDING.	6.80	2,618.00
04/24/13	DAP	PAM WEST DEPOSITION PREPARATION AT MORRISON FOERSTER (8.0); REVIEW DRAFT STN RESPONSE (.5).	8.50	4,887.50
04/24/13	JTM	REVIEW MATERIALS IN CONNECTION WITH PAM WEST DEPO PREP (4.1); ATTEND PORTION OF WEST DEPO PREP (5.2).	9.30	6,370.50
04/24/13	MC	REVIEW COURT FILINGS MATERIALS FOR P. WEST DEPOSITION PREP.	2.90	1,653.00
04/24/13	NS	FURTHER RESEARCH RE: SUBORDINATION ISSUE (3.2); DRAFT MEMO RE: SAME (.4); TARGETED RESEARCH ON FIDUCIARY DUTY ISSUE FOR RKD (.7).	4.30	2,042.50
04/24/13	RKD	MEETING WITH T. PRINCI, P. WEST, D. PIEDRA, J. MOLDOVAN, ET AL., REGARDING DEPOSITION PREPARATION (7.3); REVIEW LEGAL RESEARCH REGARDING DIRECTOR DUTIES (1.2).	8.50	4,462.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE #: 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/24/13	WMF	CONTINUED LEGAL RESEARCH REGARDING STN/DERIVATIVE STANDING OF TRUSTEE IN CONNECTION WITH OPPOSING TRUSTEE'S MOTION FOR STANDING.	6.80	2,618.00
04/24/13	WMF	DRAFT MEMORANDA TO DAP REGARDING RESEARCH RELATING TO STN/DERIVATIVE STANDING OF TRUSTEE TO BRING CLAIMS ON BEHALF OF RESCAP ESTATE.	1.00	385.00
04/25/13	DAP	TELEPHONIC MEETING W/ P. WEST, T. PRINCI, JTM, RKD, ET.AL (3.5); DRAFT STN RESPONSE AND RESEARCH STANDARD FOR SAME (2.8).	6.30	3,622.50
04/25/13	JL	CONTINUED REVIEW OF INSURANCE INFO.	0.50	302.50
04/25/13	JTM	CONTINUED REVIEW OF MATERIALS FOR WEST DEPOSITION (4.3); PREP SESSION WITH WEST, PRINCI, DAP (3.5); REVIEW OF BOARD MATERIALS (1.1); CONFERENCE WITH RKD RE: DEPOSITION PREPARATION (.3).	9.20	6,302.00
04/25/13	MC	REVIEW COURT FILINGS (3.1).	3.10	1,767.00
04/25/13	NS	CONTINUED RESEARCH RE: SUBORDINATION ISSUE (3.1); DRAFT MEMO RE: SAME (.3).	3.40	1,615.00
04/25/13	RKD	REVIEW DIRECTOR DEPOSITION TRANSCRIPTS IN PREPARATION FOR UPCOMING RMBS DEPOSITIONS (1.4); LEGAL RESEARCH REGARDING BOARD PROCESS ISSUES (1.7); TELEPHONE CONFERENCE WITH P. WEST, T. PRINCI, JTM, AND DAP REGARDING DEPOSITION PREPARATION (3.5); FOLLOW UP CONFERENCE WITH JTM (.3).	6.90	3,622.50
04/26/13	DAP	ATTEND TELEPHONIC RESCAP BOARD MEETING (2.0); TELEPHONE CALL WITH PAM WEST REGARDING DEPOSITION (.5); CONTINUE DRAFTING RESPONSE TO STN MOTION (3.0); EMAIL CORRESPONDENCE WITH JAMIE LEVITT RE: SAME (.5).	6.00	3,450.00
04/26/13	JL	PARTICIPATE IN TELEPHONIC BOARD MEETING.	2.00	1,210.00
04/26/13	JTM	PREP FOR RMBS TRIAL INCLUDING WITNESS PREP AND DOC REVIEW (6.0); REVIEW MATERIAL AND CASES IN CONNECTION WITH RESPONSE TO WILMINGTON STN STANDING MOTION (5.3).	11.30	7,740.50
04/26/13	MW	REVIEW TRANSCRIPTS AND EXHIBITS TO TRANSCRIPTS RELATING TO RMBS SETTLEMENTS (7.6); REVISE FORMS FOR ACCESS TO EXAMINER'S DEPOSITORY (.3); E-MAIL SAME TO R. SCHWINGER (.1).	8.00	1,720.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/26/13	MC	PARTICIPATION IN BOARD MEETING (2.0); REVIEW WEEKLY REPORT (.3) AND COURT FILINGS IN PREPARATION FOR BOARD CALL (2.6).	4.90	2,793.00
04/26/13	NS	EMAILS WITH EXAMINER'S COUNSEL RE DATABASE ACCESS (0.1); REVIEW 170 RMBS DOCUMENTS IN CONNECTION WITH TRIAL (8.1).	8.20	3,895.00
04/26/13	RKD	REVIEW LEGAL RESEARCH ON STN MOTIONS (2.4); FOLLOW UP RESEARCH REGARDING SAME (.7); LEGAL RESEARCH REGARDING BOARD DUTIES (1.3); OFFICE CONFERENCE WITH WMF REGARDING SAME (.3).	4.70	2,467.50
04/26/13	WMF	CONFERENCE WITH R. DAKIS REGARDING RESPONSE TO ANTICIPATED EXAMINER'S REPORT AND RESEARCH REGARDING CHOICE OF LAW, STATUTE OF LIMITATIONS, BUSINESS JUDGMENT RULE, AND FIDUCIARY DUTIES OWED BY DIRECTORS.	0.30	115.50
04/26/13	WMF	RESEARCH CHOICE OF LAW, STATUTE OF LIMITATIONS, BUSINESS JUDGMENT RULE, AND FIDUCIARY DUTIES OWED BY DIRECTORS.	1.80	693.00
04/28/13	JTM	REVIEW TRANSCRIPTS AND DOCUMENTS IN CONNECTION WITH PREP FOR RMBS TRIAL INCLUDING MACK AND WEST MATERIAL (3.1); REVISE DRAFT RESPONSE TO WILMINGTON STN MOTION (3.8).	6.90	4,726.50
04/28/13	NS	REVISE INDEX OF RMBS DEPOSITION EXHIBITS.	1.30	617.50
04/29/13	DAP	TELEPHONE CALL WITH PAM WEST REGARDING RMBS DEPOSITION (.8); PAM WEST DEPO PREP CALL WITH MOFO LAWYERS (.4); TELEPHONE CALL WITH PRINCI, LEVITT, MOLDOVAN REGARDING RMBS 9019 STRATEGY (1.2); TELEPHONE CALL WITH JAMIE LEVITT REGARDING OBJECTION TO WILMINGTON STN MOTION (.4); RESEARCH AND DRAFT STN RESPONSE RELATING TO INDEPENDENT DIRECTORS (3.9); RESEARCH AND DRAFT POINTS IN ANTICIPATION OF EXAMINER REPORT REGARDING INDEPENDENT DIRECTORS (5.0); MEETING WITH JTM RE: RMBS TRIAL (.6).	12.30	7,072.50
04/29/13	JL	INTERNAL CONFERENCE WITH MC RE DEPOSITIONS, OTHER MATTERS PERTAINING TO INDEPENDENT DIRECTORS.	0.80	484.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/29/13	JTM	MEETING WITH DAP IN CONNECTION WITH RMBS TRIAL (.6); CONTINUED REVIEW OF DOCUMENTS IN CONNECTION WITH SAME (3.7); CALL WITH DAP AND WEST (.4); CALL WITH MOFO, LEVITT, PRINCI, PIEDRA RE RMBS TRIAL (1.2); PREP MATERIAL FOR EXAMINER REPORT RESPONSE (4.3); REVIEW WILMINGTON MOTIONS IN CONNECTION WITH STN MOTION (2).	11.20	7,672.00
04/29/13	MW	CONTINUE REVIEWING TRANSCRIPTS AND EXHIBITS TO TRANSCRIPTS RELATING TO RMBS SETTLEMENTS (3.6); COMPILE SAME IN BINDERS (2.0).	5.60	1,204.00
04/29/13	MC	REVIEW COURT FILINGS (2.3); OFFICE CONFERENCES W/ JL RE: DEPOSITIONS AND OTHER INDEPENDENT DIRECTOR ISSUES (.8).	3.10	1,767.00
04/29/13	NS	CONTINUED REVISION OF RMBS DEPOSITION EXHIBITS.	0.80	380.00
04/29/13	RKD	BEGIN REVIEW OF DEVINE DEPOSITION AND EXHIBITS ON RMBS TRIAL (2.3).	2.30	1,207.50
04/29/13	WMF	RESEARCH AND REVIEW CASELAW REGARDING CHOICE OF LAW, STATUTE OF LIMITATIONS, BUSINESS JUDGMENT RULE, AND FIDUCIARY DUTIES OWED BY DIRECTORS IN CONNECTION WITH RESEARCH MEMO.	8.30	3,195.50
04/30/13	DL	ATTEND BOARD MEETING (1.2); CONFERENCE WITH JTM, JL, MC RE: DIRECTOR'S ISSUES (.9).	2.10	1,228.50
04/30/13	DAP	RESEARCH CONCERNING STN STANDING AND BREACH OF FIDUCIARY DUTY IN CONNECTION WITH OPPOSITION TO WILMINGTON MOTION FOR STANDING TO ASSERT DEBTOR CLAIM OF BREACH OF FIDUCIARY DUTY AGAINST INDEPENDENT DIRECTORS (4.7); ATTEND BOARD OF DIRECTORS CALL (1.2); CONFERENCE WITH JTM, RKD RE: WEST AND RMBS LITIGATION STRATEGY (.3).	6.20	3,565.00
04/30/13	JL	CONFERENCE WITH JTM RE DEPOSITIONS, OTHER MATTERS PERTAINING TO INDEPENDENT DIRECTORS (.9); ATTEND BOARD CALL (1.2).	2.10	1,270.50
04/30/13	JTM	CONTINUED RESEARCH IN CONNECTION WITH STN MOTION AND DIRECTOR FIDUCIARY DUTY ISSUE (2.4); ATTEND BOARD CALL (1.2); MEETING WITH MC, JL, DL RE DIRECTOR ISSUES AND STRATEGY (.9); REV ALLY RESPONSE TO STN MOTION (.6); CONFERENCE WITH RKD, DAP RE: WEST DEPOSITION AND RMBS LITIGATION STRATEGY (.3).	5.40	3,699.00
04/30/13	MW	COMPLETE REVIEWING RMBS RELATED DOCUMENTS.	2.40	516.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

FOR PROFESSIONAL SERVICES RENDERED AS OF APRIL 30, 2013

DATE	ATTY	DESCRIPTION	HOURS	VALUE
04/30/13	MC	REVIEW COURT FILINGS (1.4); PREPARE FOR AND PARTICIPATION IN BOARD MEETING (1.4) AND FOLLOW UP CONFERENCE RE: INDEPENDENT DIRECTORS (.9).	3.70	2,109.00
04/30/13	NS	CONTINUED RESEARCH RE: SUBORDINATION.	1.70	807.50
04/30/13	RKD	CONTINUE REVIEW OF DEVINE DEPOSITION AND EXHIBITS IN PREPARATION FOR RMBS TRIAL (3.1); OFFICE CONFERENCE WITH J. MOLDOVAN AND D. PIEDRA REGARDING P WEST DEPOSITION UPDATES AND RMBS LITIGATION STRATEGY (.3); BEGIN REVIEW MACK DEPOSITION AND EXHIBITS IN CONNECTION WITH RMBS LITIGATION (2.7); BEGIN REVIEW OF JSB RESPONSE TO STN MOTIONS (.9); PARTICIPATE IN BOARD CALL (1.2); REVIEW RESEARCH ON BOARD FIDUCIARY DUTIES IN CONNECTION WITH STN RESPONSE (.9); OFFICE CONFERENCE WITH D. PIEDRA REGARDING SAME (.1).	9.20	4,830.00
04/30/13	WMF	CONTINUED RESEARCH AND REVIEW CASELAW REGARDING CHOICE OF LAW, STATUTE OF LIMITATIONS, BUSINESS JUDGMENT RULE, AND FIDUCIARY DUTIES OWED BY DIRECTORS IN CONNECTION WITH RESEARCH MEMO.	8.50	3,272.50
TOTAL TASK CODE	B260	Board of Directors Matters	703.00	400468.50
GRAND TOTAL FEES			716.20	403,306.50
		TOTAL FEES SERVICES	\$	403,306.50

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
B110	Case Administration		
MW	MARIOLA WIATRAK	9.90	2,128.50
SUBTOTAL	B110 Case Administration	9.90	2,128.50
B160	Fee/Employment Applications		
MW	MARIOLA WIATRAK	3.30	709.50
SUBTOTAL	B160 Fee/Employment Applications	3.30	709.50
B260	Board of Directors Matters		

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE #: 236035

TASK SUMMARY BY TIMEKEEPER:

INIT	TIMEKEEPER NAME	HOURS	VALUE
DL	DAVID LERNER	6.50	3,802.50
DAP	DAVID PIEDRA	132.00	75,900.00
IG	ISAAC GROSSMAN	6.90	4,795.50
JL	JACK LEVY	21.30	12,886.50
JTM	JOSEPH T. MOLDOVAN	212.90	145,836.50
MC	MICHAEL CONNOLLY	69.00	39,330.00
RKD	ROBERT K. DAKIS	137.60	72,240.00
NS	NEIL SIEGEL	54.00	25,650.00
WMF	WENDY M. FIEL	36.10	13,898.50
JPR	JASON P. REID	2.70	999.00
MW	MARIOLA WIATRAK	23.40	5,031.00
DR	DEIRDRE ROSE	0.60	99.00
SUBTOTAL	B260 Board of Directors Matters	703.00	400,468.50
TOTAL FEES		716.20	403,306.50

TASK SUMMARY FOR FEES::

TASK	TASK DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	9.90	2,128.50
B160	Fee/Employment Applications	3.30	709.50
B260	Board of Directors Matters	703.00	400,468.50
TOTAL FEES		716.20	403,306.50

TIMEKEEPER SUMMARY:

INIT	TIMEKEEPER NAME	HOURL	VALUE
DL	DAVID LERNER	6.50	3,802.50
DAP	DAVID PIEDRA	132.00	75,900.00
IG	ISAAC GROSSMAN	6.90	4,795.50
JL	JACK LEVY	21.30	12,886.50
JTM	JOSEPH T. MOLDOVAN	212.90	145,836.50
MC	MICHAEL CONNOLLY	69.00	39,330.00
RKD	ROBERT K. DAKIS	137.60	72,240.00
NS	NEIL SIEGEL	54.00	25,650.00
WMF	WENDY M. FIEL	36.10	13,898.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 06/14/13
INVOICE # : 236035

JPR	JASON P. REID	2.70	999.00
MW	MARIOLA WIATRAK	36.60	7,869.00
DR	DEIRDRE ROSE	0.60	99.00
TOTAL FEES		716.20	403,306.50

DISBURSEMENTS: VALUE

TASK SUMMARY FOR EXPENSES:

E105	TELEPHONE/FACSIMILE	396.88
E124	DOCUMENT REPRODUCTION SERVICES	45.00
E101	SC PHOTOCOPYING	1,089.41
E101	SC COLOR PHOTOCOPYING	8.82
E101	SC IN HOUSE VOLUME PRINTING	184.45
E101	SC IN HOUSE VOLUME COLOR PRINTING	7.49
	MAIL	20.44
E107	MESSENGER	87.50
	MEALS	70.78
	COURT FILINGS & MISC FEES	179.00
	PROFESSIONAL FEES	17,870.11
	DATABASE SEARCH	2,171.60

TOTAL DISBURSEMENTS \$ 22,131.48

TOTAL BALANCE DUE FOR THIS PERIOD \$ 425,437.98

EXHIBIT D

<p style="text-align: center;">Morrison Cohen LLP January 1, 2013 to April 30, 2013</p>						
Expense Detail						
Row Number	Date of Service	Nature of Expense	Timekeeper Last Name	Timekeeper First Name	Expense Description	Expense (\$)
1	4/8/2013	Court Filings and Misc Fees	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$179.00
					TOTAL	\$179.00
2	3/31/2013	Court Services	Wiatrak	Mariola	Pacer access	\$420.80
					TOTAL	\$420.80
3	1/31/2013	Database Search	Piedra	David	Lexis charges	\$665.06
4	2/28/2013	Database Search	Siegel	Neil	Lexis charges	\$757.90
5	3/31/2013	Database Search	Siegel	Neil	Lexis charges	\$964.71
6	3/31/2013	Database Search	Dakis	Robert	Lexis charges	\$302.89
7	4/30/2013	Database Search	Dakis	Robert	Lexis charges	\$27.24
8	4/30/2013	Database Search	Fiel	Wendy	Lexis charges	\$1,146.02
9	4/30/2013	Database Search	Piedra	David	Lexis charges	\$194.28
10	4/30/2013	Database Search	Siegel	Neil	Lexis charges	\$566.61
11	4/30/2013	Database Search	Fiel	Wendy	Lexis charges	\$237.45
					TOTAL	\$4,862.16
12	1/16/2013	Meals	Siegel	Neil	Dinner During Document Review for 1 person	\$11.00
13	11/12/2012	Meals	Connolly	Michael	Dinner Meeting for 3 people	\$60.00
14	11/28/2012	Meals	Connolly	Michael	Dinner Meeting for 3 people	\$60.00
15	12/6/2012	Meals	Connolly	Michael	Dinner Meeting for 3 people	\$60.00
16	12/17/2012	Meals	Connolly	Michael	Dinner Meeting for 4 people	\$80.00
17	3/28/2013	Meals	Connolly	Michael	Breakfast Meeting for 4 people	\$74.60
18	3/28/2013	Meals	Connolly	Michael	Lunch Meeting for 2 people	\$15.25
19	3/28/2013	Meals	Connolly	Michael	Lunch Meeting for 15 people	\$206.80

20	3/28/2013	Meals	Moldovan	Joseph	Lunch Meeting for 15 people	\$225.50
21	3/28/2013	Meals	Moldovan	Joseph	Lunch Meeting for 15 people	\$314.35
22	4/21/2013	Meals	Rose	Deirdre	Dessert for Meeting for 4 people	\$70.78
					TOTAL	\$1,178.28
23	1/4/2013	Photocopying	Reid	Ivonne	Color Photocopying- 349 page@ \$0.07 p/p	\$24.43
24	1/4/2013	Photocopying	Reid	Ivonne	Photocopying-197 page@ \$0.07 p/p	\$13.79
25	1/7/2013	Photocopying	Reid	Ivonne	Photocopying- 4 page@ \$0.07 p/p	\$0.28
26	1/24/2013	Photocopying	Wiatrak	Mariola	Photocopying- 240 page@ \$0.07 p/p	\$16.80
27	1/31/2013	Photocopying	Rose	Deirdre	Photocopying- 11 page@ \$0.07 p/p	\$0.77
28	2/1/2013	Photocopying	Rivera	Tilson	Color Photocopying- 528 page@ \$0.07 p/p	\$36.96
29	2/1/2013	Photocopying	Wiatrak	Mariola	Photocopying- 186 page@ \$0.07 p/p	\$13.02
30	2/4/2013	Photocopying	Rivera	Tilson	Color Photocopying- 2314 page@ \$0.07 p/p	\$161.98
31	2/4/2013	Photocopying	Wiatrak	Mariola	Color Photocopying- 354 page@ \$0.07 p/p	\$24.78
32	2/4/2013	Photocopying	Wiatrak	Mariola	Photocopying- 198 page@ \$0.07 p/p	\$13.86
33	2/4/2013	Photocopying	Rivera	Tilson	Photocopying- 2478 page@ \$0.07 p/p	\$173.46
34	2/4/2013	Photocopying	Rivera	Tilson	Photocopying- 381 page@ \$0.07 p/p	\$26.67
35	2/6/2013	Photocopying	Rivera	Tilson	Color Photocopying- 127 page@ \$0.07 p/p	\$8.89
36	2/6/2013	Photocopying	Rivera	Tilson	Photocopying- 349 page@ \$0.07 p/p	\$24.43
37	2/8/2013	Photocopying	Wiatrak	Wiatrak	Photocopying- 24 page@ \$0.07 p/p	\$1.68
38	2/8/2013	Photocopying	Wiatrak	Mariola	Photocopying- 8 page@ \$0.07 p/p	\$0.56
39	2/11/2013	Photocopying	Rivera	Tilson	Photocopying- 716 page@ \$0.07 p/p	\$50.12
40	2/12/2013	Photocopying	Wiatrak	Mariola	Color Photocopying- 2 page@ \$0.07 p/p	\$0.14
41	2/12/2013	Photocopying	Rivera	Tilson	Photocopying- 1643 page@ \$0.07 p/p	\$115.01
42	2/14/2013	Photocopying	Wiatrak	Mariola	Photocopying- 99 page@ \$0.07 p/p	\$6.93
43	2/21/2013	Photocopying	Rivera	Tilson	Photocopying- 115 page@ \$0.07 p/p	\$8.05
44	2/22/2013	Photocopying	Wiatrak	Mariola	Photocopying- 2 page@ \$0.07 p/p	\$0.14
45	2/26/2013	Photocopying	Wiatrak	Mariola	Photocopying- 42 page@ \$0.07 p/p	\$2.94
46	2/27/2013	Photocopying	Wiatrak	Mariola	Photocopying- 50 page@ \$0.07 p/p	\$3.50
47	2/27/2013	Photocopying	Wiatrak	Mariola	Photocopying- 6 page@ \$0.07 p/p	\$0.42
48	2/27/2013	Photocopying	Rivera	Tilson	Photocopying- 679 page@ \$0.07 p/p	\$47.53
49	3/4/2013	Photocopying	Rivera	Tilson	Velo binding	\$12.00
50	3/4/2013	Photocopying	Rivera	Tilson	Velo binding	\$9.00

51	3/4/2013	Photocopying	Rivera	Tilson	Velo binding	\$3.00
52	3/4/2013	Photocopying	Rivera	Tilson	Velo binding	\$6.00
53	3/13/2013	Photocopying	Rose	Deirdre	Photocopying- 2 page@ \$0.07 p/p	\$0.14
54	3/14/2013	Photocopying	Wiatrak	Mariola	Photocopying- 132 page@ \$0.07 p/p	\$9.24
55	3/25/2013	Photocopying	Murray	Tameka	Photocopying- 1422 page@ \$0.07 p/p	\$99.54
56	3/25/2013	Photocopying	Rivera	Tilson	Photocopying- 2019 page@ \$0.07 p/p	\$141.33
57	4/10/2013	Photocopying	Murray	Tameka	Photocopying- 1 page@ \$0.07 p/p	\$0.07
58	4/10/2013	Photocopying	Murray	Tameka	Photocopying- 12 page@ \$0.07 p/p	\$0.84
59	4/10/2013	Photocopying	Wiatrak	Mariola	Photocopying- 15 page@ \$0.07 p/p	\$1.05
60	4/10/2013	Photocopying	Murray	Tameka	Photocopying- 587 page@ \$0.07 p/p	\$41.09
61	4/17/2013	Photocopying	Dakis	Robert	Color Photocopying- 126 page@ \$0.07 p/p	\$8.82
62	4/17/2013	Photocopying	Garcia	Tyrone	Photocopying- 280 page@ \$0.07 p/p	\$19.60
63	4/26/2013	Photocopying	Wiatrak	Mariola	Photocopying- 193 page@ \$0.07 p/p	\$13.51
64	4/29/2013	Photocopying	Murray	Tameka	Velo binding	\$9.00
65	4/29/2013	Photocopying	Murray	Tameka	Photocopying- 1 page@ \$0.07 p/p	\$0.07
66	4/29/2013	Photocopying	Wiatrak	Mariola	Photocopying- 2 page@ \$0.07 p/p	\$0.14
67	4/29/2013	Photocopying	Murray	Tameka	Photocopying- 2870 page@ \$0.07 p/p	\$200.90
68	4/29/2013	Photocopying	Wiatrak	Mariola	Photocopying- 4 page@ \$0.07 p/p	\$0.28
69	4/29/2013	Photocopying	Rivera	Tilson	Photocopying- 4259 page@ \$0.07 p/p	\$298.13
70	4/29/2013	Photocopying	Murray	Tameka	Photocopying- 7339 page@ \$0.07 p/p	\$513.73
71	4/30/2013	Photocopying	Murray	Tameka	Velo binding	\$18.00
72	4/30/2013	Photocopying	Murray	Tameka	Velo binding	\$9.00
73	4/30/2013	Photocopying	Murray	Tameka	Velo binding	\$9.00
					TOTAL	\$2,200.62
74	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
75	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
76	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
77	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50

78	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
79	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
80	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
81	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
82	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
83	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
84	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
85	1/4/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
86	1/8/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$23.50
87	1/31/2013	Postage/Courier Service	Wiatrak	Mariola	Federal Express	-\$44.37
88	2/11/2013	Postage/Courier Service	Moldovan	Joseph	Federal Express	\$24.78
89	2/18/2013	Postage/Courier Service	Dakis	Robert	Federal Express	\$16.56
90	3/6/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
91	3/6/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
92	3/6/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
93	3/6/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50
94	3/6/2013	Postage/Courier Service	Rivera	Louie	Hand delivery of documents	\$17.50

95	3/11/2013	Postage/Courier Service	Piedra	David	Federal Express	\$51.03
96	3/18/2013	Postage/Courier Service	West	Pam	Federal Express	\$67.77
97	3/18/2013	Postage/Courier Service	Dakis	Robert	Federal Express	\$37.01
98	4/5/2013	Postage/Courier Service	Rivera	Tilson	Hand delivery of documents	\$17.50
99	4/5/2013	Postage/Courier Service	Rivera	Tilson	Hand delivery of documents	\$17.50
100	4/5/2013	Postage/Courier Service	Rivera	Tilson	Hand delivery of documents	\$17.50
101	4/5/2013	Postage/Courier Service	Rivera	Tilson	Hand delivery of documents	\$17.50
102	4/5/2013	Postage/Courier Service	Rivera	Tilson	Hand delivery of documents	\$17.50
103	4/15/2013	Postage/Courier Service	Moldovan	Joseph	Federal Express	\$20.44
					TOTAL	\$581.72
104	1/4/2013	Printing	Reid	Ivonne	Color Printing-12 pages@ \$0.07 p/p	\$10.08
105	2/1/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
106	2/1/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
107	2/1/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
108	2/1/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
109	2/1/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
110	2/1/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
111	2/1/2013	Printing	Jones	Maria	Printing- 100 pages@ \$0.07 p/p	\$7.00
112	2/1/2013	Printing	Jones	Maria	Printing- 12 pages@ \$0.07 p/p	\$0.84
113	2/1/2013	Printing	Jones	Maria	Printing- 121 pages@ \$0.07 p/p	\$8.47
114	2/1/2013	Printing	Jones	Maria	Printing- 13 pages@ \$0.07 p/p	\$0.91
115	2/1/2013	Printing	Jones	Maria	Printing- 135 pages@ \$0.07 p/p	\$9.45
116	2/1/2013	Printing	Jones	Maria	Printing- 16 pages@ \$0.07 p/p	\$1.12

117	2/1/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
118	2/1/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
119	2/1/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
120	2/1/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
121	2/1/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
122	2/1/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
123	2/1/2013	Printing	Jones	Maria	Printing- 22 pages@ \$0.07 p/p	\$1.54
124	2/1/2013	Printing	Jones	Maria	Printing- 29 pages@ \$0.07 p/p	\$2.03
125	2/1/2013	Printing	Jones	Maria	Printing- 29 pages@ \$0.07 p/p	\$2.03
126	2/1/2013	Printing	Jones	Maria	Printing- 29 pages@ \$0.07 p/p	\$2.03
127	2/1/2013	Printing	Jones	Maria	Printing- 297 pages@ \$0.07 p/p	\$20.79
128	2/1/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
129	2/1/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
130	2/1/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
131	2/1/2013	Printing	Jones	Maria	Printing- 32 pages@ \$0.07 p/p	\$2.24
132	2/1/2013	Printing	Jones	Maria	Printing- 34 pages@ \$0.07 p/p	\$2.38
133	2/1/2013	Printing	Jones	Maria	Printing- 35 pages@ \$0.07 p/p	\$2.45
134	2/1/2013	Printing	Jones	Maria	Printing- 39 pages@ \$0.07 p/p	\$2.73
135	2/1/2013	Printing	Jones	Maria	Printing- 4 pages@ \$0.07 p/p	\$0.28
136	2/1/2013	Printing	Jones	Maria	Printing- 5 pages@ \$0.07 p/p	\$0.35
137	2/1/2013	Printing	Jones	Maria	Printing- 5 pages@ \$0.07 p/p	\$0.35
138	2/1/2013	Printing	Jones	Maria	Printing- 6 pages@ \$0.07 p/p	\$0.42
139	2/1/2013	Printing	Jones	Maria	Printing- 6 pages@ \$0.07 p/p	\$0.42
140	2/1/2013	Printing	Jones	Maria	Printing- 7 pages@ \$0.07 p/p	\$0.49
141	2/1/2013	Printing	Jones	Maria	Printing- 8 pages@ \$0.07 p/p	\$0.56
142	2/1/2013	Printing	Jones	Maria	Printing- 89 pages@ \$0.07 p/p	\$6.23
143	2/1/2013	Printing	Jones	Maria	Printing- 92 pages@ \$0.07 p/p	\$6.44
144	2/1/2013	Printing	Jones	Maria	Printing-1 pages@ \$0.07 p/p	\$0.07
145	2/1/2013	Printing	Jones	Maria	Printing-1 pages@ \$0.07 p/p	\$0.07
146	2/1/2013	Printing	Jones	Maria	Printing-1 pages@ \$0.07 p/p	\$0.07
147	2/1/2013	Printing	Jones	Maria	Printing-1 pages@ \$0.07 p/p	\$0.07
148	2/1/2013	Printing	Jones	Maria	Printing-16 pages@ \$0.07 p/p	\$1.12
149	2/1/2013	Printing	Jones	Maria	Printing-2 pages@ \$0.07 p/p	\$0.14
150	2/1/2013	Printing	Jones	Maria	Printing-22 pages@ \$0.07 p/p	\$1.54

151	2/1/2013	Printing	Jones	Maria	Printing-22 pages@ \$0.07 p/p	\$1.54
152	2/1/2013	Printing	Jones	Maria	Printing-29 pages@ \$0.07 p/p	\$2.03
153	2/1/2013	Printing	Jones	Maria	Printing-29 pages@ \$0.07 p/p	\$2.03
154	2/1/2013	Printing	Jones	Maria	Printing-3 pages@ \$0.07 p/p	\$0.21
155	2/1/2013	Printing	Jones	Maria	Printing-3 pages@ \$0.07 p/p	\$0.21
156	2/6/2013	Printing	Caron	Jean	Color Printing- 160 pages@ \$0.07 p/p	\$11.20
157	2/6/2013	Printing	Caron	Jean	Color Printing- 220 pages@ \$0.07 p/p	\$15.40
158	2/6/2013	Printing	Caron	Jean	Color Printing- 380 pages@ \$0.07 p/p	\$26.60
159	2/6/2013	Printing	Dakis	Robert	Color Printing- 82 pages@ \$0.07 p/p	\$5.74
160	2/6/2013	Printing	Wiatrak	Mariola	Printing- 3 pages@ \$0.07 p/p	\$0.21
161	2/6/2013	Printing	Wiatrak	Mariola	Printing- 3 pages@ \$0.07 p/p	\$0.21
162	2/6/2013	Printing	Wiatrak	Mariola	Printing- 37 pages@ \$0.07 p/p	\$2.59
163	2/6/2013	Printing	Wiatrak	Mariola	Printing- 6 pages@ \$0.07 p/p	\$0.42
164	2/6/2013	Printing	Wiatrak	Mariola	Printing- 6 pages@ \$0.07 p/p	\$0.42
165	2/6/2013	Printing	Wiatrak	Mariola	Printing- 7 pages@ \$0.07 p/p	\$0.49
166	2/6/2013	Printing	Wiatrak	Mariola	Printing- 8 pages@ \$0.07 p/p	\$0.56
167	2/14/2013	Printing	Wiatrak	Mariola	Printing- 11 pages@ \$0.07 p/p	\$0.77
168	2/25/2013	Printing	Wiatrak	Mariola	Printing- 37 pages@ \$0.07 p/p	\$2.59
169	2/26/2013	Printing	Wiatrak	Mariola	Printing- 3 pages@ \$0.07 p/p	\$0.21
170	2/26/2013	Printing	Wiatrak	Mariola	Printing- 3 pages@ \$0.07 p/p	\$0.21
171	2/26/2013	Printing	Wiatrak	Mariola	Printing- 3 pages@ \$0.07 p/p	\$0.21
172	2/26/2013	Printing	Wiatrak	Mariola	Printing- 7 pages@ \$0.07 p/p	\$0.49
173	2/27/2013	Printing	Wiatrak	Mariola	Printing- 107 pages@ \$0.07 p/p	\$7.49
174	3/18/2013	Printing	Wiatrak	Mariola	Printing- 22 pages@ \$0.07 p/p	\$1.54
175	3/22/2013	Printing	Reid	Ivonne	Color Printing-2 pages@ \$0.07 p/p	\$0.14
176	3/22/2013	Printing	Reid	Ivonne	Color Printing-8 pages@ \$0.07 p/p	\$0.56
177	4/15/2013	Printing	Reid	Ivonne	Color Printing- 2 pages@ \$0.07 p/p	\$0.14
178	4/15/2013	Printing	Reid	Ivonne	Color Printing- 5 pages@ \$0.07 p/p	\$0.35
179	4/15/2013	Printing	Reid	Ivonne	Color Printing- 6 pages@ \$0.07 p/p	\$0.42
180	4/15/2013	Printing	Reid	Ivonne	Color Printing- 6 pages@ \$0.07 p/p	\$0.42
181	4/15/2013	Printing	Reid	Ivonne	Color Printing- 68 pages@ \$0.07 p/p	\$4.76
182	4/15/2013	Printing	Reid	Ivonne	Color Printing- 7 pages@ \$0.07 p/p	\$0.49
183	4/15/2013	Printing	Reid	Ivonne	Printing- 1 pages@ \$0.07 p/p	\$0.07
184	4/15/2013	Printing	Reid	Ivonne	Printing- 1 pages@ \$0.07 p/p	\$0.07

185	4/15/2013	Printing	Reid	Ivonne	Printing- 19 pages@ \$0.07 p/p	\$1.33
186	4/15/2013	Printing	Reid	Ivonne	Printing- 4 pages@ \$0.07 p/p	\$0.28
187	4/15/2013	Printing	Rose	Deirdre	Printing- 80 pages@ \$0.07 p/p	\$5.60
188	4/15/2013	Printing	Rose	Deirdre	Printing- 87 pages@ \$0.07 p/p	\$6.09
189	4/18/2013	Printing	Dakis	Robert	Color Printing- 8 pages@ \$0.07 p/p	\$0.56
190	4/26/2013	Printing	Reid	Ivonne	Color Printing- 1 pages@ \$0.07 p/p	\$0.07
191	4/26/2013	Printing	Reid	Ivonne	Color Printing- 1 pages@ \$0.07 p/p	\$0.07
192	4/26/2013	Printing	Reid	Ivonne	Color Printing- 1 pages@ \$0.07 p/p	\$0.07
193	4/26/2013	Printing	Reid	Ivonne	Color Printing- 2 pages@ \$0.07 p/p	\$0.14
194	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
195	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
196	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
197	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
198	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
199	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
200	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
201	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
202	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
203	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
204	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
205	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
206	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
207	4/26/2013	Printing	Jones	Maria	Printing- 1 pages@ \$0.07 p/p	\$0.07
208	4/26/2013	Printing	Jones	Maria	Printing- 10 pages@ \$0.07 p/p	\$0.70
209	4/26/2013	Printing	Jones	Maria	Printing- 101 pages@ \$0.07 p/p	\$7.07
210	4/26/2013	Printing	Jones	Maria	Printing- 107 pages@ \$0.07 p/p	\$7.49
211	4/26/2013	Printing	Jones	Maria	Printing- 11 pages@ \$0.07 p/p	\$0.77
212	4/26/2013	Printing	Jones	Maria	Printing- 110 pages@ \$0.07 p/p	\$7.70
213	4/26/2013	Printing	Jones	Maria	Printing- 12 pages@ \$0.07 p/p	\$0.84
214	4/26/2013	Printing	Jones	Maria	Printing- 12 pages@ \$0.07 p/p	\$0.84
215	4/26/2013	Printing	Jones	Maria	Printing- 12 pages@ \$0.07 p/p	\$0.84
216	4/26/2013	Printing	Jones	Maria	Printing- 13 pages@ \$0.07 p/p	\$0.91
217	4/26/2013	Printing	Jones	Maria	Printing- 133 pages@ \$0.07 p/p	\$9.31
218	4/26/2013	Printing	Jones	Maria	Printing- 14 pages@ \$0.07 p/p	\$0.98

219	4/26/2013	Printing	Jones	Maria	Printing- 148 pages@ \$0.07 p/p	\$10.36
220	4/26/2013	Printing	Jones	Maria	Printing- 149 pages@ \$0.07 p/p	\$10.43
221	4/26/2013	Printing	Jones	Maria	Printing- 15 pages@ \$0.07 p/p	\$1.05
222	4/26/2013	Printing	Jones	Maria	Printing- 15 pages@ \$0.07 p/p	\$1.05
223	4/26/2013	Printing	Jones	Maria	Printing- 150 pages@ \$0.07 p/p	\$10.50
224	4/26/2013	Printing	Jones	Maria	Printing- 154 pages@ \$0.07 p/p	\$10.78
225	4/26/2013	Printing	Jones	Maria	Printing- 16 pages@ \$0.07 p/p	\$1.12
226	4/26/2013	Printing	Jones	Maria	Printing- 172 pages@ \$0.07 p/p	\$12.04
227	4/26/2013	Printing	Jones	Maria	Printing- 18 pages@ \$0.07 p/p	\$1.26
228	4/26/2013	Printing	Jones	Maria	Printing- 18 pages@ \$0.07 p/p	\$1.26
229	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
230	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
231	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
232	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
233	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
234	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
235	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
236	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
237	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
238	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
239	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
240	4/26/2013	Printing	Jones	Maria	Printing- 2 pages@ \$0.07 p/p	\$0.14
241	4/26/2013	Printing	Jones	Maria	Printing- 219 pages@ \$0.07 p/p	\$15.33
242	4/26/2013	Printing	Jones	Maria	Printing- 24 pages@ \$0.07 p/p	\$1.68
243	4/26/2013	Printing	Jones	Maria	Printing- 28 pages@ \$0.07 p/p	\$1.96
244	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
245	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
246	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
247	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
248	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
249	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
250	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
251	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21
252	4/26/2013	Printing	Jones	Maria	Printing- 3 pages@ \$0.07 p/p	\$0.21

253	4/26/2013	Printing	Jones	Maria	Printing- 31 pages@ \$0.07 p/p	\$2.17
254	4/26/2013	Printing	Jones	Maria	Printing- 36 pages@ \$0.07 p/p	\$2.52
255	4/26/2013	Printing	Jones	Maria	Printing- 39 pages@ \$0.07 p/p	\$2.73
256	4/26/2013	Printing	Jones	Maria	Printing- 4 pages@ \$0.07 p/p	\$0.28
257	4/26/2013	Printing	Jones	Maria	Printing- 4 pages@ \$0.07 p/p	\$0.28
258	4/26/2013	Printing	Jones	Maria	Printing- 4 pages@ \$0.07 p/p	\$0.28
259	4/26/2013	Printing	Jones	Maria	Printing- 4 pages@ \$0.07 p/p	\$0.28
260	4/26/2013	Printing	Jones	Maria	Printing- 4 pages@ \$0.07 p/p	\$0.28
261	4/26/2013	Printing	Jones	Maria	Printing- 5 pages@ \$0.07 p/p	\$0.35
262	4/26/2013	Printing	Jones	Maria	Printing- 5 pages@ \$0.07 p/p	\$0.35
263	4/26/2013	Printing	Jones	Maria	Printing- 52 pages@ \$0.07 p/p	\$3.64
264	4/26/2013	Printing	Jones	Maria	Printing- 58 pages@ \$0.07 p/p	\$4.06
265	4/26/2013	Printing	Jones	Maria	Printing- 6 pages@ \$0.07 p/p	\$0.42
266	4/26/2013	Printing	Jones	Maria	Printing- 6 pages@ \$0.07 p/p	\$0.42
267	4/26/2013	Printing	Jones	Maria	Printing- 6 pages@ \$0.07 p/p	\$0.42
268	4/26/2013	Printing	Jones	Maria	Printing- 6 pages@ \$0.07 p/p	\$0.42
269	4/26/2013	Printing	Jones	Maria	Printing- 7 pages@ \$0.07 p/p	\$0.49
270	4/26/2013	Printing	Jones	Maria	Printing- 7 pages@ \$0.07 p/p	\$0.49
271	4/26/2013	Printing	Jones	Maria	Printing- 74 pages@ \$0.07 p/p	\$5.18
272	4/26/2013	Printing	Jones	Maria	Printing- 79 pages@ \$0.07 p/p	\$5.53
273	4/26/2013	Printing	Jones	Maria	Printing- 81 pages@ \$0.07 p/p	\$5.67
274	4/26/2013	Printing	Jones	Maria	Printing- 83 pages@ \$0.07 p/p	\$5.81
275	4/26/2013	Printing	Jones	Maria	Printing- 95 pages@ \$0.07 p/p	\$6.65
276	4/30/2013	Printing	Wiatrak	Mariola	Printing- 21 pages@ \$0.07 p/p	\$1.47
					TOTAL	\$372.61
277	11/28/2012	Professional Fees	Piedra	David	Court Reporter Services [David Feldman Worldwide]	\$3,124.68
278	11/30/2012	Professional Fees	Piedra	David	Court Reporter Services [David Feldman Worldwide]	\$2,683.20
279	11/30/2012	Professional Fees	Piedra	David	Court Reporter Services [David Feldman Worldwide]	\$2,057.73

280	11/30/2012	Professional Fees	Piedra	David	Court Reporter Services [David Feldman Worldwide]	\$3,970.92
281	12/31/2012	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$2,053.38
282	1/23/2013	Professional Fees	Wiatrak	Mariola	Merrill Communications, LLC	\$523.25
283	1/31/2013	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$2,143.48
284	2/15/2013	Professional Fees	Wiatrak	Mariola	Merrill Communications, LLC	\$304.64
285	2/28/2013	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$4,736.81
286	2/28/2013	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$1,070.24
287	3/31/2013	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$3,298.37
288	4/30/2013	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$2,735.21
					TOTAL	\$28,701.91
289	1/4/2013	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call	\$145.96
290	1/7/2013	Telephone/Facsimile	Piedra	David	Charge for hosting conference call	\$78.72
291	1/7/2013	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call	\$255.84
292	1/17/2013	Telephone/Facsimile	Rose	Deirdre	Charge for hosting conference call	\$38.54
293	1/22/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$89.38
294	1/30/2013	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call	\$143.50
295	1/30/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$129.56
296	1/30/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$86.92
297	2/1/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$180.40
298	2/5/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$36.90
299	2/6/2013	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call	\$656.00
300	2/8/2013	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call	\$148.42
301	2/12/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$112.34
302	2/12/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$100.86
303	2/14/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$113.16

304	2/21/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$31.16
305	3/1/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$126.28
306	3/7/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$259.94
307	3/15/2013	Telephone/Facsimile	Piedra	David	Charge for hosting conference call	\$65.60
308	3/18/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$59.86
309	3/19/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$790.48
310	3/19/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$180.40
311	3/20/2013	Telephone/Facsimile	Rose	Deirdre	Charge for hosting conference call	\$27.06
312	3/25/2013	Telephone/Facsimile	Dakis	Robert	Charge for hosting conference call	\$41.00
313	4/1/2013	Telephone/Facsimile	Piedra	David	Charge for hosting conference call	\$25.42
314	4/4/2013	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call	\$71.34
315	4/8/2013	Telephone/Facsimile	Reid	Ivonne	Charge for hosting conference call	\$104.96
316	4/12/2013	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call	\$195.16
					TOTAL	\$4,295.16
					GRAND TOTAL	\$42,792.26

EXHIBIT E

<u>APPLICANT</u>	<u>DATE/DOCUMENT NO. OF APPLICATION</u>	<u>FEE REQUESTED</u>	<u>FEE AWARDED</u>	<u>EXPENSE REQUESTED</u>	<u>EXPENSE AWARDED</u>
Morrison Cohen LLP	August 7, 2013, ECF No. _____	\$1,318,943.00		\$42,792.26	